MARVEL MASTERWORKS
THE SPECTACULAR SPIDER-MAN
VOLUME 5

THE SPECTACULAR SPIDER-MAN Nos. 56-66
& ANNUAL NO. 3
ROGER STERN, BILL MANTLO,
JIM SHOOTER & ED HANNIGAN

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PRESENTS

THE SPECTACULAR SPIDER-MAN

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COLLECTING

THE SPECTACULAR SPIDER-MAN NOS. 56-66

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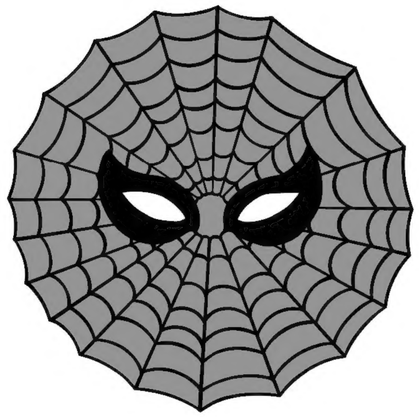
ROGER STERN • BILL MANTLO

JIM SHOOTER • ED HANNIGAN



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MARVEL MASTERWORKS
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NOS. 56-66 & ANNUAL NO. 3

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SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO

MARVEL MASTERWORKS

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INTRODUCTION
BY ROGER STERN

Previously in Marvel Masterworks: The Spectacular Spider-Man: *Roger Stern told all about his first year as writer of the series, beginning with how editor Dennis J. O'Neil asked him to take the job in the first place…how, over those first twelve months, he began to feel more comfortable writing stories about your friendly neighborhood Spider-Man…and how, for one reason or another, he was never quite sure who was going to be drawing* Spectacular *from one issue to the next.*

* * *

It's a sobering thought to realize that the stories you're about to read were written—mostly by Yours Truly—40 years ago. Where *did* the time go? I have a lot of good memories of that era, so let's take a look back at the stories in this volume, starting with *Spectacular Spider-Man* #56.

I sometimes think of these stories as the second quarter of my time as a *Spider-Man* writer. During the previously mentioned first quarter, I had worked with a whole series of artists, from seasoned professionals like Marie Severin and Jim Mooney, to up-and-coming talents like Mike Zeck, John Romita Jr., Rick Leonardi and Luke McDonnell. And as the second quarter began, we still had no regular art team. It seems crazy that we couldn't find someone to draw a *Spider-Man* comic on a regular basis, but that was the situation.

When writing comics, I like to tailor my plots to take the best advantage of my artists' strengths. Obviously, that's not easy to do when you don't know who your artists are going to be. Despite that, there were deadlines to meet, and I had to finish plotting *Spectacular* #56 before I had any idea who might draw it. There were artists who would have been good choices, but they were all tied up with other projects and wouldn't be available for a couple of months. And we couldn't wait even one month. We needed an artist right away, preferably someone experienced in drawing Spider-Man. But Steve Ditko wasn't interested. No one named Romita was available. And everyone named Buscema was busy.

Fortunately, that's when Jim Shooter stepped up to the plate.

Most comics readers know Jim as a writer and editor, but among his many talents, he's also a pretty decent layout artist. In fact, not all that long before, Jim had worked closely with Stan Lee on the *Amazing Spider-Man* newspaper strip, providing layouts for John Romita Sr. So, when Shooter offered his services, I breathed a sigh of relief.

If I had to guess, I'd say that Jim probably wasn't quite as relieved, since he still had a day job—editor-in-chief of Marvel Comics—that took up the major portion of his life. Still, he came through for us, spending his nights and weekends, and probably a lunch hour or two, laying out the panels of my story for—as he put it—"a real artist to finish." Be that as it may, I was very happy with the pages I received, as Jim gave me nice, clear storytelling and plenty of room for copy. It was a joy to script, and long-time Spider-Artist Jim Mooney soon stepped in to finish the pages.

In plotting *Spectacular* #56, I'd hit on the idea of using Jack O'Lantern as the villain of the piece. I had been intrigued by the craftiness of the character when he was introduced by Tom DeFalco and Steve Ditko in the final issue of *Machine Man*, just a few short months before. And I thought that he'd make a great opponent for Spider-Man. I mean, think of it: Here was a brand-new super villain, designed by none other than Steve Ditko, the co-creator of Spider-Man! How could I *not* use him?

Speaking of villainy, those of you who read our previous *Masterworks* volume may have noticed that in the first quarter, Spider-Man had mainly faced off against Marvel villains whom he hadn't previously encountered.[1] That had been a deliberate move on my part. I wanted to give Spider-Man some new challenges from opponents whom he hadn't faced a dozen times before. For example, by that point in his career, Spider-Man had fought Doctor Octopus so many times that he probably could have done it again in his sleep.[2]

But with *Spectacular* #57, I decided it was the right time to finally bring on some more of Spider-Man's previously established bad guys. My idea was to use some of the adversaries who hadn't appeared all that often, ones who hadn't gotten a chance to really show their full potential. And that's when I thought of Will-O'-the-Wisp, arguably the most intriguing antihero introduced by Len Wein into the Spider-Man oeuvre.[3] The Wisp hadn't been seen since *Amazing Spider-Man* #168, and his origins were still a complete mystery. Well, I love a mystery as much as anyone, and I love solving them even more. So, I started formulating a backstory for the Will-O'-the-Wisp, and I decided that it would involve the Brand Corporation.

Ah, Brand…the corporation that you love to hate! Once upon a time,[4] the Brand Corporation was a wholly-owned subsidiary of Roxxon Oil, and was well known for using—in all senses of the word—super-powered operatives to do their dirty work. One of said operatives turned out to be Killer Shrike, previously seen in *Marvel Team-Up* #90. So in *Spectacular Spider-Man* #57, we actually set two old opponents against our hero.

By the way, while this tale sows the seeds of Will-O'-the-Wisp's origins, several months would pass before I revealed the full story. And that was after I wound up writing *The Amazing Spider-Man*. More about that in a moment.

Meanwhile, my editors prevailed upon the world's tallest editor-in-chief to lay out #57, as the search for a regular Spider-Artist continued. And I say "editors" in the plural because, even while that issue was in development, Denny O'Neil turned his blue pencil over to newly minted Spider-Editor Tom DeFalco.

With issue #58, *Spectacular Spider-Man* finally found its new penciler, John Byrne. Or so we all thought at the time. John and I had wrapped up a brief run on *Captain America* just a few months earlier, and we had been looking for a new project that we could work on together. So when he heard that I was was in need of a penciler on *Spectacular*, he offered his services. John had recently left *The X-Men* in preparation for writing and penciling the *Fantastic Four,* but figured that he could easily fit *Spectacular* into his schedule, as well. And for the better part of a month, that was certainly the case.

Thinking that I finally had a regular collaborator, I made plans for a trilogy of stories that would re-introduce the Beetle and transform him as a more formidable foe. The Beetle had originally been introduced in *Strange Tales* #123, as an opponent for the Human Torch, and had followed the Torch into *The Amazing Spider-Man* #21. He had also run up against the likes of Hawkeye, Daredevil and Iron Man, but I always saw him as belonging more to Spider-Man. The only real problem with the Beetle was that his original outfit was a bit dated. Frankly, it made him look kind of dopey. But, acting on my suggestions, John soon redesigned the Beetle into an adversary who could really present a serious threat to Our Hero.[5]

---

1 With the notable exceptions of the Vulture and Mysterio.
2 Just my opinion. Your mileage may vary.
3 My apologies to all you Rocket Racer fans!
4 During this story, for example.
5 John also redesigned the Ringer. With a name like that, the Ringer was never meant to be a real threat, but he did make for an amusing part of the story.

Unfortunately, shortly after we completed issue #58, scheduling problems led to John becoming the inker of the *Fantastic Four,* as well. With a series of new deadlines looming, John regretfully gave up penciling *Spectacular Spider-Man*—at least until he could get the *FF* back on schedule. And by the time he did that, I had moved on as well.[6]

Anyway, Jim Shooter stepped back in to provide layouts for Jim Mooney on *Spectacular* #59, where we reintroduced a second old Spider-Man villain—the Gibbon—in addition to the Beetle. The Gibbon, a.k.a. Martin Blank,[7] had been created by Stan Lee and John Romita Sr. in *The Amazing Spider-Man* #110, which made him the last Lee/Romita Spider-Man creation. As was the case with Jack O'Lantern, how could we resist using the Gibbon?

A funny story about the credits for *Spectacular* #59: As a goof, I credited Shooter's layouts to "J. Strzltski," that being the pre-Ellis Island spelling of his ancestral surname. After the issue saw print, we received letters from several readers, wondering who this "Strzltski" person was. One wrote, "You can't fool me…this is really Steve Ditko working under a pseudonym." Jim was, needless to say, extremely flattered.

And then, with *Spectacular Spider-Man* #60, Ed Hannigan signed on as penciler, an assignment that he would hold—on at least a semi-regular basis—for the next year. Ed arrived just in time to help wrap up the Beetle trilogy, and he did it in fine fashion.

But wait, that's not all! Someone at Marvel had the bright idea to make issue #60 double-sized. Why, I still don't know. The end of the Beetle Trilogy was already plotted for 22 pages, and even if we'd expanded it, Ed wouldn't have had time to draw an entire double-sized issue and still make the schedule. When I pointed this out to Tom DeFalco, he immediately saw the problem, and suggested that we produce a short story recapping Spider-Man's origin. His reasoning was that because I already knew the story, all we needed to do was find an available artist while the origin's plot was tweaked a bit to fill the seventeen-page space in the issue. Of course, since *I* was the one doing the tweaking, I went back over previous re-tellings from 1968's black-and-white *Spectacular Spider-Man* magazine and *Amazing Spider-Man* #94, as well as the original story from *Amazing Fantasy #15*. I expanded a few scenes, assembled a stack of reference for penciler Greg LaRocque, and then did my best to channel Stan Lee in the scripting.

While all of that was happening, our old pal David Anthony Kraft was working with Alan Weiss and Jim Sherman to put the finishing touches on that year's *Spectacular Spider-Man Annual*, writing a coda to the Man-Wolf series which Dave and George Pérez had guided through several issues of *Creatures on the Loose* and *Marvel Premiere*. Yours Truly even made a small contribution to the *Annual.* Somehow, I found time to work with a number of wonderful artists to produce "Aunt May's Photo Album," a schematic of Peter Parker's office space at Empire State University, a one-page "Pete's Pals and Gals" strip, and a short gallery of Spider-Man's foes.

It was around the time that I finished the plot for *Spectacular Spider-Man* #61, that Tom DeFalco offered me the assignment to write *Amazing Spider-Man*. Once upon a time, I would have been struck speechless, paralyzed at the very idea of taking on such an important assignment. But by this point, I had been writing Spider-Man stories for over a year and a half, and was no longer a rookie. Plus, I had already written an issue of *Amazing*, to help Denny O'Neil out of a deadline and continuity double-bind.

6 Did I mention that I eventually moved over to write *Amazing Spider-Man*? Don't worry, we'll be getting to that part of the story soon.

7 Not to be confused with the character portrayed by John Cusack in the movie *Grosse Pointe Blank* for Hollywood Pictures. That was Martin Q. Blank, a completely different guy. In fact, Marvel's Marty Blank debuted in 1972, some 25 years before the talented Mr. Cusack's motion picture.

As much as I enjoyed scripting to Ed Hannigan's pencils, he wasn't sure how long he might stick around. And since *Amazing Spider-Man* had a regular penciler—the phenomenally talented John Romita Jr.—I knew that I couldn't pass up Tom's offer. So, I switched titles, passing the *Spectacular* assignment on to other writers.

That about wraps it up for me on this volume, but before I sign off, I must make mention of the writer who immediately followed me. With his resume, Bill Mantlo was clearly the logical choice to take the helm of *Spectacular Spider-Man*. For one thing, he had already written the book for about two-and-a-half years before I'd landed the assignment. In the interim, Bill had kept busy by writing *The Incredible Hulk*, *Micronauts*, *ROM* and *Howard the Duck*—plus stories for *What If?*, *Captain America*, *Avengers*, *Marvel Preview*—and occasionally filling in on the *Spider-Man* titles. It's almost as if I'd been the one filling in for Bill over the previous two years.

Anyway, Bill scripted the story for issue #61 over my plot, officially taking over *Spectacular* with issue #62. And for his part, Ed delivered expert art jobs, both on the stories and on the first of a series of striking covers.

Greg LaRocque sat in on pencils for issue #63, helping Bill bring back the Molten Man, while Ed devoted his efforts to the following landmark *Spectacular Spider-Man* #64. And spectacular was certainly the word for issue #64, because Bill and Ed used that story to introduce the team of Cloak and Dagger into Spider-Man's world.[8]

Cloak and Dagger would make return appearances again and again in *Spectacular*, and headline a number of spin-off series in the years to come. They even starred in their own television series for a couple of seasons.

Meanwhile, Bob Hall penciled Bill's Kraven the Hunter story for *Spectacular* #65—giving Ed a chance to get ahead on deadlines. And Ed returned with issue #66, with another great story and cover, this one featuring Electro.

* * *

And that finally brings us to the end of this little journey through the past—but not, of course, to the end of Spider-Man. Or even my association with him. I'm forever grateful for the years I spent writing *Spectacular Spider-Man.* It was hard, challenging work at times, as I learned to adapt to an ever-changing roster of artists. But it helped make me grow as a writer. And it was a lot of fun!

May these stories be fun for you, as well.

Roger Stern

2021

As noted above, Roger Stern went on to write The Amazing Spider-Man. *Those stories appear in* Marvel Masterworks: The Amazing Spider-Man Vol. 22 *and* Vol. 23. *Roger would return to the pages of* Spectacular Spider-Man, *200 issues later, to co-plot three issues with writer Glenn Greenberg. Who says you can't go home again?*

8 Jim Mooney is credited with the inks on *Spectacular* #64, but that issue was actually inked by Al Milgrom. Jim was busy inking an issue of *Amazing* at the time, and somehow the credits never got corrected.

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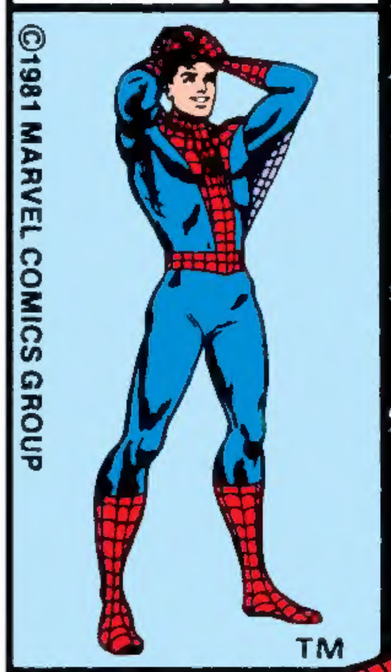

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

MILLER/WIACEK...

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter gained the arachnid's powers... and in effect, became a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

THE PERIL... AND THE PUMPKIN?!

NEW YORK'S BELLEVUE HOSPITAL HAS PLAYED HOST TO MANY VICTIMS IN ITS TIME...

...VICTIMS OF FIRES, TRAFFIC ACCIDENTS, DOMESTIC SQUABBLES, VIOLENT CRIMES... AND TONIGHT --

EMERGENCY

-- A VICTIM OF CURIOSITY!

WHOA! I'M GLAD I DECIDED TO CHECK OUT ALL THE SIRENS I HEARD AS I WAS SWINGING BY!

I DON'T KNOW WHO THAT CHARACTER ON THE STRETCHER IS, BUT HE'S DEFINITELY WEIRD!

EMERGENCY

AMBULA

ROGER STERN = WORDS
JIM SHOOTER = LAYOUTS
JIM MOONEY = FINISHED ART
JANICE CHIANG = LETTERS
SHAREN+ROUSSOS = COLORS
DENNIS O'NEIL = EDITING
JIM SHOOTER = AGAIN

OF COURSE, A FELLA WHO DRESSES UP LIKE A HUMAN SPIDER SHOULDN'T TALK ABOUT LOOKING WEIRD ...BUT THIS GUY REALLY TAKES THE CAKE!

I MEAN...A PUMPKIN-HEAD? WHAT'S HE SUPPOSED BE, A REFUGEE FROM OZ?

LET'S HUSTLE, BOYS! THE WORD CAME DOWN TO GET THIS *JACK O'LANTERN* GUY INTO THE PRISON WARD ON THE DOUBLE!

THAT'S RIGHT-- AND MAKE SURE YOU KEEP AN EYE ON HIM! HE MAY BE UNCONSCIOUS NOW--

--BUT BEFORE *MACHINE MAN* TOOK THE FIGHT OUT OF HIM, HE AND HIS GANG HAD TAKEN OVER A WHOLE EMBASSY!

SO... PUMPKIN-HEAD HAS A NAME, EH? AND HE MIXED IT UP WITH OL' MACHINE MAN! HE WAS EITHER BRAVE OR FOOLHARDY. I KNOW FROM FIRSTHAND EXPERIENCE HOW TOUGH *M.M.* CAN BE!*

SOMETHING TELLS ME THAT IT WOULDN'T HURT THE OL' PARKER WALLET IF I TOOK SOME PIX JACKIE-BOY!

*SEE *MARVEL TEAM UP #99.* --DENNY.

REACHING BENEATH THE SHIRT OF HIS COSTUME, SPIDER-MAN DETACHES A SPECIALLY-DESIGNED MINI-CAMERA FROM HIS BELT.

AND THEN...

AH! NICE ANGLE FOR A ZOOM SHOT! THAT FUNKY HELMET OF JACK O'LANTERN'S SHOULD LOOK GREAT ON PAGE ONE.

FUNNY... I WONDER WHAT CAUSED THOSE SCORCH MARKS AROUND THE GREAT PUMPKIN? OH, WELL... NOT MY JOB TO PUZZLE THAT ONE OUT!

AND SOON...

HOW ABOUT THAT? THE USUALLY BAD PARKER LUCK SEEMS TO HAVE TURNED GOOD FOR A CHANGE! MY WEB-SHOOTERS ARE WORKING WITH NARY A PROBLEM--

THWIP

-- AND, IF I CAN JUST MAKE IT TO THE *DAILY BUGLE* BEFORE THEY PUT TOMORROW MORNING'S EDITION TO BED...

...AND I CAN GET A PAY VOUCHER IN FOR MY PIX IN TIME TO GET PAID BY THE WEEKEND!

I COULD GET PAID ON THE SPOT! BUT ...NAW, I COULD NEVER BE THAT LUCKY!

COULD I?

OF COURSE, IF JOE ROBERTSON OR JONAH JAMESON IS STILL AT THE OFFICE...

TWANG

OBOY! THE CITY ROOM'S LIT UP LIKE A CHRISTMAS TREE. MAYBE I ***WILL*** WALK AWAY WITH MONEY IN POCKET!

DAILY BUGLE

I KNEW THAT CLEAN LIVING AND WHEATIES WOULD PAY OFF FOR ME SOONER OR LATER!

SOON, ON THE BUGLE ROOFTOP...

I'M GLAD I DECIDED TO BRING ALONG MY STREET CLOTHES IN A WEB-PACK THIS EVENING. IT WOULD BE HIGHLY EMBARASSING IF PETER PARKER WALTZED INTO THE CITY ROOM IN A SPIDER-MAN SUIT!

HEH! BUT IT WOULD ALMOST BE WORTH IT... JUST TO SEE JONAH TURN PURPLE, WHEN HE FOUND OUT THAT ONE OF HIS PHOTOGS WAS HIS LEAST FAVORITE COSTUMED CUT-UP!

AND, AT THAT MOMENT IN THE AFOREMENTIONED CITY ROOM...

HERE, ED, THIS SHOULD CALM YOUR NERVES-- COFFEE DOUBLE-BLACK, JUST THE WAY YOU LIKE IT!

THANKS, SHIRLEY. I NEED SOMETHING!

BLAST IT, HAGGERTY! I'M NOT PAYING YOU TO SIT THERE AND DRINK COFFEE! THE EMBASSY BREAK-IN IS NEWS! WE CAN'T HOLD THOSE PRESSES FOREVER YOU KNOW!

DON'T WORRY, MR. JAMESON, WE'LL MAKE IT! I'VE ALREADY TAKEN DOWN MOST OF ED'S STORY.

YEAH, YA OLD GOAT!

WHERE WAS I? OH, YEAH... THE COSTUME PARTY TO CELEBRATE THE UNVEILING OF DELMAR INSURANCE'S NEW HIGH-SECURITY EMBASSY BUILDING WAS IN FULL SWING WHEN EVERYTHING FELL APART.

AN INTERNATIONAL TERRORIST WHO CALLED HIMSELF JACK O'LANTERN WALTZED INTO THE PLACE, BOLD AS BRASS, WITH FOUR OTHER MEN, SEALED OFF THE BUILDING, AND TOOK EVERYONE HOSTAGE.

FROM WHAT THE COPS PIECED TOGETHER, HE INTENDED TO HOLD ALL THE VARIOUS DIGNITARIES FOR RANSOM.

AND HE WOULD HAVE SUCCEEDED, IF MACHINE MAN HADN'T SHOWN UP.

*MACHINE MAN #19 -- DENNY.

"THERE WERE A LOT OF CLOSE CALLS, THOUGH! JACK WAS ABOUT TO LOB A CONCUSSION GRENADE INTO THE CROWD, WHEN MACHINE MAN SLAPPED A FORCE FIELD AROUND HIM!

"THE BLASTED MERCENARY WAS KNOCKED OUT BY HIS OWN WEAPON. POETIC JUSTICE, HUH?

GADFRY! THIS COULD BE THE STORY OF THE MONTH, AND YOU DIDN'T GET A SINGLE PHOTO TO GO WITH IT!

AW, GIMME A BREAK, MR. JAMESON! THE WHOLE PLACE WAS IN A PANIC... PEOPLE WERE RUNNING AROUND, SCARED OUT OF THEIR WITS!

IF IT'LL MAKE YOU FEEL ANY BETTER NOBODY GOT ANY PIX OF JACK O'LANTERN!

OH, I WOULDN'T SAY THAT!

PARKER?!

IN THE FLESH, J.J.! I MIGHT HAVE MISSED THE BIG FIGHT--

CITY ROOM

--BUT I DID HAPPEN TO GET SOME SHOT'S OF NEW YORK'S FINEST RUSHING MR. O'LANTERN INTO BELLEVUE!

PETER, MY BOY! I SHOULD HAVE KNOWN YOU'D COME THROUGH FOR US... UH, WERE THERE ANY OTHER PADERS ON THE SCENE?

NOT A ONE, JONAH! EVEN MY BEING THERE WAS AN ACCIDENT!

YOU HEAR THAT, HAGGERTY? PARKER'S GOTTEN US EXCLUSIVE PIX!

LET'S HAVE THE FILM, LAD!

WHOA! NOT SO FAST, JONAH! YOU WANT THESE SHOTS? LET'S SEE SOME LONG GREEN FIRST!

WHAT?! PARKER, YOU'RE HOLDING UP THE PRESSES! DON'T TELL ME THAT YOU DON'T TRUST ME!

ABOUT AS MUCH AS I TRUST THE AYATOLLAH!

BLASTED YOUNG UPSTART! IF I DIDN'T NEED THOSE PHOTOS I'D POST-DATE THIS THING!

I KNOW MR. J. . . . THAT'S WHY ALL YOUR EMPLOYEES THINK YOU'RE SUCH A SWEETHEART!

I WOULDN'T DO THIS FOR JUST ANYONE, YOU KNOW!

PERISH THE THOUGHT, SIR. IT'S JUST THAT I'M A LITTLE STRAPPED FOR CASH... BUT I'LL TAKE A CHECK!

THE NEXT DAY, AT BELLEVUE HOSPITAL...

GOOD MORNING, McCLEDON. I HEAR WE HAVE A NEW PATIENT.

THAT WE HAVE, DOC --AND A REAL WEIRDIE.

UH...CAN I SEE YOUR I.D.?

PRISON WARD

X-RAY LABS 101-159

STILL ON THE SECURITY KICK, EH?

YES, SIR! SORRY, SIR... BUT AFTER THE PROWLER BUSTED OUTTA HERE A FEW WEEKS AGO--! *

I QUITE UNDERSTAND. THERE'S NO SUCH THING AS BEING TOO SAFE.

HERE YOU ARE.

THANKS, DOC. YOU CAN GO IN.

* SEE ISSUE #48.-- DENNY.

AND, AS THE DOCTOR MAKES HIS ROUNDS OF THE HOSPITAL PRISON WARD...

MORNING, MR. TOMES.* FEELING BETTER TODAY?

MY LEG ITCHES.

* BETTER KNOWN AS THE VULTURE.--D.

AH! THAT'S A GOOD SIGN. WE SHOULD HAVE YOU OUT OF TRACTION IN A MATTER OF WEEKS. YOU'RE HEALING SURPRISINGLY WELL FOR A MAN OF YOUR AGE.

BAH!

AND HOW ARE WE TODAY, MR. HUNTER?

NO SMOKING OXYGEN IN USE

NOT... HUNTER *NITRO!* NIT...OHH:-

STILL NAUSEOUS, EH?* I GUESS WE'LL HAVE TO INCREASE YOUR MEDICATION.

* FOR THE REASON WHY, SEE LAST ISSUE:-D.

SOON...

WHAT IN THE NAME OF HEAVEN--?

HIYA, DR. KIRTLEY! WHAT WE HAVE HERE IS A COMATOSE MERCENARY. HE CALLS HIMSELF JACK O'LANTERN ...SO I'M TOLD.

WHY IS HE STILL IN THAT ODD COSTUME?

BEEP-BEEP-BEEP

WELL, THAT'S A PROBLEM, DOC. SEE, WE CAN'T GET IT OFFA HIM!

CAN'T GET IT OFF?

WELL, THE EKG* MONITOR IS SHOWING A STEADY IF SOMEWHAT MUFFLED HEARTBEAT.

WHAT DID THE EXAMINING INTERN SAY?

BEEP

*ELECTRO-CARDIO-GRAM:- D.

THAT'S JUST IT, DOC-- NO ONE ***COULD*** EXAMINE HIM...NOT IN THAT METAL-MESH BODY ARMOR HE'S WEARIN'!

THE D.A.'S OFFICE IS SUPPOSEDLY CONTACTING STARK INTERNATIONAL, TO HAVE 'EM SEND ONE OF THEIR METALLURGY BOYS TO GET THAT SUIT OFF. BUT THERE'S A LOT OF RED TAPE INVOLVED.

HECK, I'M STILL WAITING FOR SOMEONE TO PICK UP THIS CRAZY POGO-GIZMO OF JACK'S.

GOOD GRIEF, MAN... DO YOU REALIZE WHAT YOU'RE SAYING?

YES, SIR. IT COULD BE LATE AFTERNOON BEFORE WE GET HIM OUT OF THOSE CRAZY LONGJOHNS.

THEN I CAN'T ADMINISTER EVEN THE SLIGHTEST FIRST-AID.' BY THE TIME THE D.A.'S OFFICE GETS ITS ACT TOGETHER--

-- THIS MAN COULD DIE!

AT THAT MOMENT, ACROSS THE STREET FROM THE HUGE MEDICAL COMPLEX...

ARNIE? YEAH, THEY'VE GOT THE BOSS INSIDE.

NO, THEY TOOK THE OTHER GUYS TO THE LOCK-UP.

LISTEN, I FIGURE WE'VE GOT LESS THAN THREE HOURS TO BUST HIM OUT.

WE'LL USE THE PHONY WORKMAN SCAM. HAVE LOUIE SLAP TOGETHER A FALSE I.D. FOR ME ...FAST.!

SOMETIME LATER AT THE EMPIRE STATE UNIVERSITY, TEACHING ASSISTANT PETER PARKER HEADS FOR HIS OFFICE CUBICLE AFTER ANOTHER FRUSTRATING CLASS...

I'D HEARD THAT S.A.T.* SCORES WERE DROPPING OFF, BUT I NEVER REALIZED HOW BAD THINGS HAD BECOME UNTIL I STARTED TEACHING FRESHMEN.

A LOT OF MY STUDENTS SEEM TOTALLY LOST.

*SCHOLASTIC APTITUDE TEST.- D.

AND THE TRAGEDY IS THAT MOST OF THEM ARE PRETTY BRIGHT. SOMEHOW THEY'VE GOTTEN TO COLLEGE WITHOUT HAVING PICKED UP THE MOST BASIC READING SKILLS.

I'M APPALLED. HOW CAN... WAIT-A-MINUTE.!

THE DOOR TO THE DEPARTMENT OFFICES IS AJAR-- AND MY SPIDER-SENSE IS BUZZING A WARNING! SOMEONE IN THERE IS LYING IN WAIT FOR ME.!

WELL, WHOEVER IT IS...

...THEY'RE IN FOR A BIG SURPRISE!

WHAT THE HEY?!

SHEE-OOT! I THOUGHT I HAD YOU FOR SURE, PETE!

FACE IT, STEVE -- YOU'RE A WASH-OUT WHEN IT COMES TO IMPRESSIONS OF SPIDER-MAN!

THAT WAS SOME DIVE, PETE? WHAT HAPPENED.., YOU TRIP OR SOMETHING?

UH...YEAH, PHIL. I TRIPPED.

WHAT THE BLAZES IS HOPKINS DOING UP THERE?

YOU'D BETTER LET HIM EXPLAIN, PETE.

THAT'S RIGHT, CHANG... YOU COULDN'T DO MY SCHEME, JUSTICE ANYHOW!

YA SEE, PETE, THIS IS MY MASTERPLAN TO UNCOVER THE "MARCY KANE MINUTE MYSTERY"! YOU KNOW HOW SHE'S BEEN WEARING DIFFERENT SCARVES AND SUCH ?

WELL, WHEN MARCY COMES BACK FROM HER 12:30 CLASS, HER SCARF OF THE DAY IS GONNA BE YANKED HEAVENWARD BY YOURS TRULY!

THEN WE'LL SEE WHAT SHE'S HIDING! I'M BETTING IT'S THE "GREASIES"!

OH, BROTHER!

HEY, WHAT'S EATIN' YOU, MAN?

NOTHING MUCH, STEVE... I JUST THINK YOUR "MASTER PLAN" STINKS! WHAT DO YOU THINK, DEB?

WELL, PETER, IT DOES SEEM A LITTLE CHILDISH, BUT...

... WELL, STEVE'S PRANKS ARE GENERALLY HARMLESS AND FUNNY!

GENERALLY, YES. BUT MARCY DOESN'T DESERVE THIS

IF SHE WANTS TO WEAR SCARVES ALL OF A SUDDEN, THAT'S HER BUSINESS! SO IT'S A MYSTERY... A DEEP-DARK SECRET... SO WHAT? I'LL ADMIT THAT MARCY'S NOT MY FAVORITE PERSON...

...BUT SHE STILL HAS A RIGHT TO HER PRIVACY!

I-I NEVER THOUGHT OF IT THAT WAY, PETER.

BUT AS PETER AND DEBRA WHITMAN SETTLE INTO A PHILOSOPHICAL DISCUSSION--

--MEANWHILE, AT BELLEVUE...

PULL OVER, MIKE. I'LL GET OUT HERE.

OKAY, SHORTY. IS EVERYTHING SET?

YEP. I'LL USE MY FAKE NEW YORK BELL I.D. TO GET INTO THE PRISON WARD...

...AND ONCE THERE, I'LL LET THE OTHERS IN THROUGH THE UTILITIES DUCTS. YOU BE READY AND WAITING.

CHECK.

SOON...

HI, I'M FROM THE PHONE COMPANY. WE GOT A CALL OF TROUBLE ON THE MONITOR LINES.

THE DISPATCHER SAID I SHOW YOU THIS PASS.

LOOKS OKAY. GO ON IN.

THANKS.

TURKEY.

AND, AT THAT MOMENT, JUST A FEW FEET DOWN THE CORRIDOR...

BDEEP - BDEEP

HUH? THE HEARTBEAT MONITOR IS SUDDENLY GOIN' CRAZY. GEEZ, WHAT IF HE'S HAVIN' A CORONARY. WHAT'LL I DO?

HEY, OWSLEY! GET THE DOCTOR DOWN HERE ON THE DOUBLE!

I THINK WE'VE GOT TROUBLE!

FWOOMP

YOU...HAVE MORE THAN JUST "TROUBLE," FOOL...

HUH?!

OH... NO.

KABLAM

HOLEE--!

CRIMENY! THAT BLAST CAME FROM JACK O'LANTERN'S ROOM!

BRING UP THAT RIOT GEAR...THIS COULD BE A BREAK!

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I DON'T KNOW WHAT THIS IS ALL ABOUT, BUT IT CAN ONLY HELP!

SORRY, PALLY, BUT NOBODY'S USIN' RIOT GEAR ON THE BOSS!

SMAK

PILE ON 'EM! DON'T GIVE 'EM A CHANCE TO FIGHT BACK!

KRAK

THAT WAS A CINCH! WE WON'T HAVE ANY MORE TROUBLE FROM THESE PIGS!

BOSS! YOU'RE OKAY? W-WE HEARD YOU WERE IN A COMA!

I WAS! IT WAS ALL PART OF MY RESERVE ESCAPE PLAN!

MY BODY ARMOR SAVED ME FROM THE EXPLOSION OF MY CONCUSSION GRENADE I WAS ONLY STUNNED.

STILL MACHINE MAN'S TRICKS LEFT ME DISORIENTED ENOUGH THAT IT WAS CLEAR I WOULD BE APPREHENDED WITH THE OTHERS.

FORTUNATELY, I HAD AN ACE IN THE HOLE... A HOLLOW TOOTH IN THE BACK OF MY MOUTH WHICH HELD A COMA-INDUCING DRUG.

AS THE POLICE CLOSED IN, I TOOK THE DRUG... KNOWING I WOULD BE BROUGHT TO A PLACE LIKE THIS. IT IS FAR EASIER TO ESCAPE FROM A HOSPITAL THAN A PRISON!

WELL, WE GOT A LIMO WAITIN' FOR US OUT ON FIRST AVENUE, BOSS! WE CAN BE OUTTA HERE IN SECONDS!

NO... THIS IS TOO GOOD AN OPPORTUNITY TO PASS UP.

WHADDAYA MEAN?

WITH ALL OF YOU HERE, I CAN MAKE UP FOR LAST NIGHT'S FIASCO--BY HOLDING BELLEVUE HOSTAGE!

MEANWHILE, BACK AT E.S.U....

I GUESS I AM A LITTLE INTENSE ABOUT THIS, DEB. BUT, DOGGONE IT, PEOPLE HAVE A RIGHT TO THEIR SECRETS!

BUT...DON'T YOU THINK THAT TRUST IS MORE IMPORTANT?

OH, SURE, BUT YOU CAN'T GO AROUND WITH YOUR HEART ON YOUR SLEEVE ALL THE TIME. EVERYONE HAS SOMETHING THEY WANT TO KEEP SECRET...I KNOW I DO!

HOW WOULD YOU FEEL, IF SOMEONE CAME UP TO YOU AND SAID, "I KNOW ***EVERYTHING!***"

I...WELL... THAT...IS...

GREAT MOVE, PARKER. YOU FINALLY HAVE THE LADY TALKING TO YOU AGAIN, AND YOU UPSET HER!

HEY, RELAX, DEB.

DO YOU SEE WHAT I MEAN?

Y-YES NO ONE WANTS TO FEEL VULNERABLE.

RIGHT! SO I THINK WE SHOULD WARN MARCY.

WARN ME ABOUT WHAT?

OH, MARCY! WE WERE JUST...

LOOK OUT!

TOO LATE!

THIS LADY HAS JUST BEEN...

DEWIGGED?

WHAT? MARCY YOU... YOU'RE A BRUNETTE!

YES...YES, I'M NOT A REAL BLOND. ARE YOU SATISFIED?

ARE YOU VERY SURE YOU CAN'T HUMILIATE ME SOME MORE?

HEY, MARCY... I'M... SORRY. HERE, YOU... WANT THIS BACK?

WHAT'S THE POINT? YOU ALL KNOW... EVERYONE WILL KNOW!

YOU CAN KEEP IT, HOPKINS! IT'S ANOTHER TROPHY TO COMMEMORATE YOUR LIFE OF J-J-J- JOKES!

THE POOR KID... I THOUGHT SHE ALWAYS SEEMED A LITTLE UP-TIGHT ABOUT HER APPEARANCE, BUT I HAD NO IDEA!

MARCY! WAIT...DON'T GO!

BUT THE YOUNG WOMAN PAYS NO HEED TO PETER'S WORDS. SHE BOLTS AND RUNS TO THE NEAREST EXIT...

EXIT

MARCY!

TAKE IT EASY, LADY. THAT'S IT ...CATCH YOUR BREATH. NOW... YOU WANT TO TALK ABOUT IT?

IF YOU DO, I'M HERE TO LISTEN. IF NOT... WELL, I'M HERE ANYWAY.

M-MY HAIR WAS VERY LIGHT WHEN I WAS A GIRL.

D-DADDY USED TO SAY IT WAS LIKE SPUN GOLD.

IT WAS MY BEST FEATURE... MY ONLY GOOD FEATURE. B-BUT AS I GOT OLDER, IT TURNED DARKER. SO, I BLEACHED IT, TO STAY BLONDE.

BUT, A FEW WEEKS AGO, MY DOCTOR SAID I'D HAVE TO STOP OR MY HAIR WOULD BE RUINED.. I-IT WOULD FALL OUT.

MARCY, YOU DIDN'T NEED SCARVES AND WIGS. YOU'D BE ATTRACTIVE WITH BROWN HAIR, OR RED HAIR... OR GREEN.

THIS IS THE MAN I'VE BEEN GIVING A HARD TIME ALL SEMESTER? THE ONE I THOUGHT WAS A SELF-CENTERED "PRIZE-STUDENT"?

MARCY... WAIT!

PETER?

I TRIED, DEB... I REALLY TRIED TO HELP, BUT I GUESS THIS IS SOMETHING MARCY WILL HAVE TO LEARN TO DEAL WITH. MAYBE WHEN SHE CALMS DOWN, YOU CAN TALK TO HER.

WELL... THERE'S SOMEONE ELSE WHO NEEDS TO TALK TO YOU RIGHT NOW.

YOUR AUNT IS ON THE PHONE, AND SHE SOUNDS HYSTERICAL.

AND SOON INSIDE...

AUNT MAY? WHAT'S WRONG?

OH, PETER! IT'S AWFUL! IT'S JUST AWFUL!

IT'S NATHAN. HE'S IN TERRIBLE. DANGER. EVERY WEEK HE GOES TO BELLEVUE FOR PHYSICAL THERAPY.

IT'S FOR HIS LEGS, YOU KNOW.

B-BUT JUST A MOMENT AGO, A NEWS BULLETIN INTERRUPTED "ALL MY CHILDREN" TO SAY THAT SOME TERRORIST HAD TAKEN OVER A PART OF THE HOSPITAL AND IS HOLDING PEOPLE HOSTAGE!

OH, PETER... I DON'T KNOW WHAT TO DO! PLEASE COME STAY WITH ME UNTIL THIS AWFUL THING IS OVER!

...AND THE DEMANDS CALL FOR TEN MILLION IN RANSOM, AND SAFE PASSAGE OUT OF THE COUNTRY ON A 747. THE MAYOR'S OFFICE IS KEEPING A CLOSE WATCH...

PETER?

NATHAN LUBENSKY MEANS A LOT TO AUNT MAY... MORE THAN ANY MAN SHE'S KNOWN SINCE UNCLE BEN DIED. I CAN'T LET ANYTHING HAPPEN TO THAT CRUSTY OLD GUY.

I CAN'T FAIL HIM THE WAY I FAILED UNCLE BEN.

PETER, IF YOU'RE GOING TO SEE TO YOUR AUNT MAY, I-I COULD GET SOMEONE TO FILL IN FOR ME AND GO ALONG WITH YOU.

THAT IS... IF YOU'D WANT ME TO.

NO! I... UH... I'M SURE AUNT MAY WOULD LIKE TO SEE YOU AGAIN, DEB--

--BUT THIS IS REALLY A FAMILY MATTER... SOMETHING I HAVE TO HANDLE MYSELF.

BUT--!

I HATE TO BE SO CURT WITH DEB ...ESPECIALLY NOW THAT SHE'S FINALLY TALKING TO ME AGAIN. BUT I CAN'T VERY WELL TAKE HER WHERE I'M GOING!

OH, PETER. I WANT SO MUCH TO HELP YOU, TO SHARE IN YOUR PROBLEMS. IF ONLY YOU'D CONFIDE IN ME MORE...

... OR IF I COULD FIND THE STRENGTH TO CONFIDE IN YOU!

AND, AS THE SHY YOUNG SECRETARY RETURNS TO HER DESK, THE OBJECT OF HER CONCERN IS ALREADY ON THE ROOFTOP--

--LEAPING INTO THE SKIES.

I DON'T KNOW WHO'S TAKEN OVER BELLEVUE, BUT THEY'LL HAVE TO RECKON WITH SPIDER-MAN!

MEANWHILE, THE ACTIVITIES OF JACK O'LANTERN'S TINY OCCUPATION FORCE ARE COMING UNDER THE CLOSE SCRUTINY OF LT. KRIS KEATING, OF N.Y.P.D'S SPECIAL POWERS TASK FORCE...

THIS GALLS ME, EINSENSTEIN! A HANDFUL OF MEN TAKE OVER A MAJOR SECTION OF ONE OF THE CITY'S BIGGEST MEDICAL CENTERS ...AND THEN STAND AROUND UP THERE, BOLD AS BRASS!

I DON'T LIKE IT EITHER, LT. KEATING. BUT AS LONG AS THEY STAY SEALED OFF IN THOSE UPPER FLOORS WITH THEIR HOSTAGES, THERE'S NOT MUCH WE CAN DO.

OUR HANDS ARE TIED.

YEAH...I KNOW. IF WE TRY STORMING THE PLACE, THEY'LL KILL THE HOSTAGES! WHY...

"...WE CAN'T EVEN LAUNCH A GAS ATTACK! THE COMMISSIONER'S OFFICE IS SURE THEY HAVE OXYGEN MASKS. GAS WOULD ONLY HURT THE HOSTAGES. NO, ALL WE CAN DO IS WAIT.

AND I TELL YA RIGHT NOW, WAITING DRIVES ME CRAZY. IF ONLY SOMETHING WOULD HAPPEN THAT--

OH, *NO!* NOT *HIM!* NOT *NOW!*

SPIDER-MAN, YOU IDIOT! GET OUTTA HERE! YOU'LL RUIN EVERYTHING!

WHAT'S THE MATTER, KEATING? AFRAID I'LL SHOW YOU UP... AGAIN?

LISTEN, YOU MANIAC--THERE ARE A COUPLE DOZEN PEOPLE IN THAT BUILDING WHO COULD LOSE THEIR LIVES IF YOU BUTT IN.

THE LIEUTENANT IS RIGHT! THIS IS NO TIME FOR A FRONTAL ASSAULT. JACK O'LANTERN WOULD HAVE EVERY HOSTAGE KILLED!

SO JACK O'LANTERN IS BEHIND THIS, IS HE? THANKS FOR THE ADVICE, GUYS...BUT IT REALLY WAS UNNECCESSARY.

I NEVER USE A FRONTAL APPROACH...NOT WHEN A SNEAKY ONE IS SO MUCH MORE SENSIBLE.

SHOOTING A SINGLE STRAND OF HIS INCREDIBLY STRONG WEBBING AT THE ADJACENT BUILDING, SPIDER-MAN SWINGS OUT AND AWAY FROM THE CAPTIVE MEDICAL COMPLEX, CIRCLING FAR TO THE SOUTH AND EAST--

-- TO THE SHORES OF THE EAST RIVER WHERE...

HEY-*HEY!* A DEPARTING SEAPLANE! THIS IS JUST WHAT I NEED! ONE MORE LEAP AND IT'S MINE.

BUT...

NUTS! IT PUT ON AN EXTRA BURST OF SPEED AT JUST THE WRONG INSTANT! NOT THAT IT MATTERS, THOUGH!

WHAT I CAN'T GRAB, I CAN ALWAYS WEB!

THWAP

AND SNAGGING HOLD OF THE RAPIDLY CLIMBING AIRCRAFT'S LEFT PONTOON--

-- SPIDER-MAN IS YANKED UP AND AWAY, NARROWLY AVOIDING A 400-FOOT PLUNGE INTO ICY WATERS!

YEE-HAH! RIDE 'IM, SPIDEY!

THIS WOULD BE FUN IF I WEREN'T IN SUCH A HURRY... BUT I HAVE TO GET INTO THAT HOSPITAL BEFORE SOMEBODY GETS HURT.

AND TO DO THAT, I'D BETTER HUSTLE UP THAT PLANE BEFORE IT GETS TOO FAR FROM BELLEVUE!

SKITTERING UP THE WEB-LINE LIKE HIS EIGHT-LEGGED NAMESAKE --

-- SPIDER-MAN SWIFTLY REACHES THE PONTOON.

MADE IT! WITH THE AIR SPEED THIS BABY'S MAKING, I'LL PULL OFF MY SNEAK ATTACK YET!

I HAVE TO WORK FAST... I'LL ONLY GET ONE CHANCE TO MAKE THIS WORK AND I HAVE TO TAKE IT!

--NOW!

LEAPING FROM THE FRONT END OF THE PONTOON, SPIDER-MAN SWINGS TO THE APEX OF THE ARC ALLOWED BY THE LENGTH OF WEBBING, AND THEN... **LETS GO!**

THE SPEED OF HIS SWING COMBINES WITH THAT OF THE PLANE TO SNAP HIM HIGH INTO THE AIR--

...HUNDREDS OF FEET HIGH!

I HAVEN'T MADE A WEB-CHUTE IN AGES. HOPE I REMEMBER HOW... OTHERWISE I'LL MAKE A NASTY RED BLOTCH WHEN I LAND!

AH, PERFECT! IT'S JUST LIKE RIDING A BICYCLE, I GUESS...

...ONCE YOU LEARN, YOU NEVER FORGET! WELL, BOMBS AWAY!

TUGGING EXPERTLY AT HIS IMPROVISED SHROUD-LINES, THE YOUNG MAN STEERS HIS CHUTE DIRECTLY OVER THE MEDICAL CENTER...

NOW, IF MY LUCK HOLDS, AND THOSE GOONS DON'T LOOK UP FOR THE NEXT FEW SECONDS--!

LOOKIT THOSE COPS ACROSS THE STREET! BET THEY'RE CUSSIN' UP A STORM! HAW!

DON'T GET TOO CONFIDENT, AL. I CHECKED 'EM OUT WITH THE BINOCULARS ...THAT'S KRIS KEATING AND HIS SUPER-SWAT TEAM.

KEATING, HUH? HE SENT SOME BUDDIES OF MINE TO ATTICA STATE PRISON NOT SO LONG AGO. I WOULDN'T MIND TRYIN' SOMETHIN'--YA KNOW?

SURE, AL.

NOW, SIT DOWN.

GOOD. KEEP YOUR EYES ON THE BIG, BAD POLICEMEN, BOYS... WHILE I GO INTO MY SILENT SAM ROUTINE.

SOON, INSIDE...

SO FAR, SO GOOD.

I'D TAKE OUT THESE GOONS BUT CHANCES ARE THEY HAVE TO REPORT TO THEIR LEADER, PERIODICALLY.

FIRST, I HAVE TO FIND THE HOSTAGES, ONCE THEY'RE SAFE, I CAN CLEAN HOUSE!

-1205

SHORTLY, AFTER MINUTES OF FRUITLESS SEARCHING...

WHOOPS! GOOD THING I PAID ATTENTION TO MY SPIDER-SENSE! I ALMOST SCAMPERED RIGHT OUT IN FRONT OF THESE TWO.

C'MON, IT'S TIME TO REPORT IN.

YA THINK IT'S OKAY TO LEAVE LOU AND THE HOSTAGES?

OH, FINE! THEY'RE TURNING THIS WAY. IF I JUMP FOR THE CEILING THEY'RE BOUND TO HEAR ME... TOO LATE FOR STEALTH NOW. IT'S TIME FOR SPEED!

SOLARIUM PHYSICAL THERAPY

LOOK, THE ONLY WAY THE HOSTAGES CAN GET OUT OF THE SOLARIUM IS TO GO ***THROUGH*** LOUIE... AND HE HAS AN M-16!

THANKS FOR THE INFO, GENTS. I'D HAVE NEVER GUESSED THE SOLARIUM.'

HAHN?

ULP!

WUNK

I MEAN... HOSTAGES IN THE SOLARIUM! THAT'S LIKE "THE BUTLER DID IT"! IT'S SO OBVIOUS, NO ONE WOULD EVER SERIOUSLY CONSIDER IT.'

WHUD

BUT, DOWN THE CORRIDOR...

BOSS, THERE'S SOME SORT OF COMMOTION DOWN THE HALL... IT SOUNDS LIKE A FIGHT!

KEATING MUST BE TRYING A DOUBLE-CROSS! TELL THE BOYS TO SCATTER.'

LOU... WE'RE UNDER ATTACK!

AND IN THE SOLARIUM...

YOU KNOW WHAT TO DO.

GOTCHA, BOSS. THIS'LL BE A CINCH!

BAD NEWS, PEOPLE. SOMEBODY DIDN'T TAKE OUR DEMANDS SERIOUSLY. YOU READY TO DIE?

NO! NO, PLEASE!

PTUI! DON'T PLEAD WITH THIS TRASH! THAT'S JUST WHAT HE WANTS!

GO AHEAD AND SHOOT! YOU CAN KILL ME FIRST! BUT I'LL TELL YOU THIS... I'LL SEE YOU IN HADES!

SUDDENLY...

KLA-THOOM

HI! SORRY ABOUT THE WALL, BUT YOUR DOOR WAS LOCKED!

WHAT THE--?! SPIDER-MAN!

THAT'S RIGHT! DARNED GLAD TO MEET YOU! I'M WORKING MY WAY THROUGH SCHOOL BY SELLING ACCIDENT INSURANCE. WOULD YOU BE INTERESTED?

WHUD

OH, I'M SORRY AGAIN, BUT OUR POLICIES DON'T COVER MEN WITH GLASS JAWS!

OKAY, FOLKS THERE'S NO NEED TO PANIC! I'M NOT GOING TO HURT YOU, I'M HERE TO HELP YOU!

THE FIRST ORDER OF BUSINESS IS TO GET YOU OUT OF HERE!

WE HAVE TO PROTECT OUR INVESTMENTS, YOU KNOW!

NO!

THE FIRST THING YOU HAVE TO DO, YOUNG FELLA, IS TO GO AFTER THAT JACK O' LANTERN.

SIR, IT'S GOING TO BE VERY DANGEROUS AROUND HERE. YOU HAVE TO GET OUT OF HERE!

BALDERDASH! YOU WASTE ANY MORE TIME ON US, AND THAT BLASTED TERRORIST WILL GET AWAY! IF YOU REALLY CARE ABOUT PEOPLE, IT'S YOUR RESPONSIBILITY TO STOP HIM!

AND DON'T YOU WORRY ABOUT US! NATHAN R. LUBENSKY CAN TAKE CARE OF HIMSELF! WHY, WHEN I WAS YOUR AGE--!

AND SO, MOMENTS LATER...

I'LL SAY THIS FOR AUNT MAY--SHE SURE KNOWS HOW TO PICK 'EM!

I'VE MET FEW MEN WITH AS MUCH GUMPTION AND CONFIDENCE AS NATHAN LUBENSKY!

NOW TO FIND JACK O'LANTERN. HMM... WHERE TO START?

SUDDENLY...

AW, NOT THE OLD "LIGHTS OUT" ROUTINE! WELL, AT LEAST I WON'T HAVE TO HUNT FOR JACKIE...HE'S PROBABLY HUNTING FOR ME!

I'LL BET HE HAS SOME SORT OF INFRA-RED GIZMO FOR SEEING IN THE DARK!

BUT HE DOESN'T HAVE A HANDY-DANDY SPIDER-SENSE TO TELL HIM WHEN HIS ENEMIES ARE ABOUT TO--

--STRIKE!

CLOSE, JACK--BUT NO CIGAR!

BFF-OOM

YOU ARE AGILE, SPIDER-MAN --AND VERY, VERY FAST! BUT THAT WILL DO YOU NO GOOD AGAINST THE POWER OF JACK O'LANTERN.

WHAT?! OH, I GET IT... I'M SUPPOSED TO BE SCARED, RIGHT?

NICE TRY, JACKIE-BOY, BUT YOU'LL HAVE TO GO SOME TO TOP THE THREATS I'VE RECEIVED!

I MEAN, I'VE BEEN THREATENED BY THE BEST... DR. OCTOPUS, THE VULTURE, KRAVEN THE HUNTER... EVEN DOC DOOM!

I DON'T BELIEVE IT! HE'S LEAPING BETWEEN MY SCISSORING RAY BLASTS SO QUICKLY, I FEEL AS IF I'M MOVING IN SLOW MOTION!

YOU WANNA KNOW SOMETHING, JACK?

YOU HAVE NO CLASS! A MAN WHO HOLDS PEOPLE HOSTAGE DOESN'T SCARE ME... HE JUST MAKES ME *MAD!*

BEE-YOW

BEE-YOW

YOUR ANGER WILL BE YOUR DOWNFALL, SPIDER-MAN! MY POGO-PLATFORM--!

ISN'T HALF AS FAST AS I AM!

POGO-PLATFORM? SHEESH, HOW CORNBALL CAN YOU GET?

FOOL! DO YOU THINK YOU CAN ESCAPE ME THAT WAY? THIS IS PART OF THE HOSPITAL PRISON WARD! THE DOOR IS DOUBLE-LOCKED... MADE OF TRIPLE-ENFORCED STEEL.

ESCAPE? WHO SAID ANYTHING ABOUT ESCAPING?

I WAS JUST LOOKING FOR SOMETHING HEAVY TO THROW!

KRUNK

KRAM

YOU'RE SUCH A *JUMPING* JACK, I THOUGHT I'D BRING YOU DOWN TO EARTH WITH A LITTLE GAME OF "CATCH"!

GET THE PICTURE?

GOOD LORD! THAT DOOR WEIGHED HUNDREDS OF POUNDS AND HE TOSSED IT LIKE IT WAS NOTHING!

WHAT'S MORE, HE MISSED ME BY MERE INCHES... AND I'M SURE HE DID IT ON PURPOSE! HE COULD HAVE HIT ME, BUT HE DIDN'T!

HE'S JUST TOYING WITH ME! I'M NOTHING TO SOMEONE AS POWERFUL AS HIM. I... I...

...I'VE GOT TO GET OUT OF HERE!

RICOCHETING DOWN THE HOSPITAL CORRIDORS ON HIS POGO-PLATFORM, HE BEATS A SPEEDY RETREAT.

...BUT NOT SPEEDY ENOUGH!

HEY, JACKIE!--WHAT'S YOUR HURRY? DON'T YOU WANT TO PLAY ANY MORE?

FREE! IF I CAN REACH THE SUBWAYS... OR EVEN A SEWER SYSTEM, I CAN GET AWAY! HE'LL NEVER CATCH ME THEN!

KRESH

BUT...

KEESH

DON'T GO AWAY YET, JACKIE! YOU HAVEN'T SEEN MY NEATEST TOYS!

THWIP

NOW WE CAN PLAY ANOTHER FUN GAME!

CAN YOU GUESS WHAT IT IS? HUH? I BETCHA CAN!

WHAP!

OH NO!

THAT'S RIGHT! WE'RE GOING TO PLAY "CRACK-THE-WHIP"!

KER-RAK

AND YOU GET TO BE THE WHIP!

AW, YOU'RE NO FUN-- YOU FELL RIGHT OVER! I SUPPOSE THIS MEANS THAT PLAYTIME IS THROUGH!

BUT LET ME TELL YOU, JACKIE... IT'S BEEN FUN FIGHTING A SLIMEY CHARACTER LIKE YOURSELF WHO WEARS A PROTECTIVE HELMET.

I DON'T OFTEN GET A CHANCE TO REALLY HAUL OFF AND PUNCH SOMEBODY, KNOWING THAT I WON'T TAKE THEIR HEAD OFF IF I DO... EVEN IF THEY *MIGHT* DESERVE IT.

UHHN!

AND, WITHIN MINUTES...

LOOKS LIKE KEATING'S BOYS DIDN'T WASTE ANY TIME IN ROUNDING UP JACK O'LANTERN'S GANG. WITHOUT THEIR FEARLESS LEADER, THEY ARE JUST A BUNCH OF CHEAP THUGS.

NO NEED FOR ME TO STICK AROUND ANY LONGER. BESIDES, THERE'S A LADY I HAVE TO SEE.

O O O

SHORTLY, AT THE RESTWELL NURSING HOME...

HI, AUNT MAY! I GOT HERE AS SOON AS I COULD!

AUNT MAY?

HEY, DRY THOSE EYES... EVERYTHING'S GOING TO BE ALL RIGHT! I HEARD OVER THE RADIO THAT SPIDER-MAN STOPPED THE MEN WHO WERE HOLDING THE HOSPITAL!

ALL THE HOSTAGES WERE RESCUED UNHARMED.

AUNT MAY, DIDN'T YOU HEAR ME? NATHAN'S OKAY. WHAT'S WRONG?

YOU.

ME?! WHAT DO YOU MEAN?

PETER, I NEEDED YOU THIS AFTERNOON! I WAITED AND WAITED AND YOU DIDN'T COME.

YOU NEVER SEEM TO BE AROUND WHEN I NEED YOU!

BUT, AUNT MAY, SOME THINGS CAME UP! IT TOOK ME A WHILE TO GET HERE.

PETER PARKER, DON'T LIE TO ME! I CALLED YOUR OFFICE AND THAT NICE YOUNG SECRETARY TOLD ME THAT YOU HAD LEFT HOURS AGO!

WHERE ***WERE*** YOU?

PLEASE, AUNT MAY... I'M SORRY. THERE WERE... THINGS I HAD TO DO.

ALL AFTERNOON, I SAT HERE--ALONE--WAITING AND WORRYING AND WATCHING THE TELEVISION.

WHEN I HEARD THE NEWS BULLETIN THAT SPIDER-MAN HAD SAVED THE HOSTAGES, I FELT A GREAT RELIEF.

AND THEN I LOOKED AROUND AND REALIZED I HAD NO ONE TO SHARE IT WITH.

I DON'T KNOW WHAT TO SAY.

OH, DON'T SAY ANYTHING, PETER. I'M JUST A FOOLISH OLD WOMAN WHO THOUGHT SHE STILL MEANT SOMETHING TO YOU.

YOU HAVE YOUR OWN LIFE TO LIVE. I'M NOT AN IMPORTANT PART OF THAT LIFE ANYMORE. WHY DON'T YOU JUST...GO.

AND AS THE SUN SETS ON ANOTHER DAY, A TROUBLED YOUNG MAN WALKS SLOWLY HOMEWARD--HIS HEART HEAVY WITH A BURDEN WHICH HE ALONE CAN BEAR.

NO MATTER WHAT I DO, I JUST CAN'T WIN. AUNT MAY PROBABLY THINKS MORE HIGHLY OF SPIDER-MAN NOW THAN SHE DOES OF ME.

IF ONLY I DARED TO TELL HER THAT ***I AM*** SPIDER-MAN ...BUT I CAN'T.

SURE, IF I DID, SHE MIGHT UNDERSTAND AND FORGIVE ME. BUT IN THE LONG RUN, THINGS WOULD BE WORSE THAN EVER.

EVERY TIME I WENT OUT SHE'D BE WORRYING ABOUT ME. I CAN'T PUT HER THROUGH SOMETHING LIKE THAT!

NO, IT'S BETTER THAT SHE THINKS THAT HER NEPHEW IS A LOUSE... THAN TO KNOW HE'S SPIDER-MAN!

THE END

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

YOU'VE KIDNAPPED THE WOMAN I LOVE ...YOU'VE DESTROYED EVERYTHING I HOLD DEAR--

--AND I'LL MAKE YOU PAY!

FEATURING: A DECIDEDLY DIFFERENT SIDE OF J. JONAH JAMESON!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter gained the arachnid's powers... and in effect, became a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

THESE WINGS ENSLAVED!

WHAT A DAY! JUST WHEN I THINK I'M GOING TO HAVE SOME FREE TIME FOR A CHANGE, *JONAH JAMESON* HAS TO CALL AND INSIST I COME TO SOME SOCIETY BASH HE'S THROWING--

--AND PLAY *PETER PARKER*, BOY PHOTOGRAPHER! IF I DIDN'T NEED THE CASH, I'D HAVE TOLD HIM TO GO CLIMB A ROPE!

RENT A TUX

IT'S A GOOD THING THAT SCHOOL IS OUT FOR SEMESTER BREAK--IT TOOK ME ALL DAY TO FIND A TUXEDO RENTAL PLACE THAT I COULD AFFORD!

HOO-BOY! WHEN JONAH GETS THE PAY VOUCHER FOR THIS ASSIGNMENT, HE'LL SWALLOW HIS STOGIE!

ROGER STERN--
WORDS BEYOND COMPARE!
JIM SHOOTER--
LAYOUTS THAT ARE FAIR!
JIM MOONEY--
ARTIST WITH A FLAIR!
JIM NOVAK--
LETTERER EXTRAORDINAIRE!
BEN SEAN--
COLORIST, IF YOU CARE!
DENNY O'NEIL--
EDITOR WITH GRAY HAIR!

JIM SHOOTER
ED-IN-CHIEF

OOP! UPSY-DAISY!

THWIP

ONE-HANDED WEB-SLINGING IS REALLY A PAIN... BUT IT'S NECESSARY! I CAN'T RISK WRINKLING MY TUX!

AT LEAST, I DON'T HAVE MUCH FARTHER TO GO!

GEE, I CAN'T WAIT TO ENJOY ANOTHER ONE OF JONAH'S PARTIES!

THEY'RE ALMOST AS MUCH FUN AS AN APPEN-DECTOMY!

AS SPIDER-MAN SWINGS THROUGH THE TWILIGHT SKIES, HE DOESN'T NOTICE THE SMALL CLOUD OF GLOWING PARTICLES...

...BUT IT SEEMS TO NOTICE HIM!

SLOWLY, IT SHIFTS ABOUT IN MID-AIR, TUMBLING AFTER HIM LIKE SOME BIZARRE AIRBORNE AMOEBA!

FUNNY! I'M GETTING A VERY MILD SPIDER-SENSE TINGLE!

READ MOON KNIGHT!

RENT A TUX

IT DOESN'T FEEL LIKE DANGER! IT'S MORE LIKE... WELL, LIKE SOMEONE'S WATCHING ME.

SUDDENLY...

WHAT THE HEY?! WHERE'D THIS CLOUD OF PIXIE DUST COME FROM?

DON'T TELL ME... I'M BEING ATTACKED BY PETER PAN!

RENT A TUX

G'WAN--*BEAT IT!* GO BACK TO NEVER-NEVER LAND AND STOP MUCKING UP OUR NICE, SMOGGY SKIES!

WHATEVER THIS STUFF IS, IT DOESN'T HOLD TOGETHER VERY WELL! ANOTHER FEW SWINGS AND--!

SNAP

RENT A TUX

OH, NO!

MY TUX! IT'LL BE RUINED!

AND MY NEW NIKON CAMERA! IT'S IN THAT BAG, TOO! IF IT HITS THE PAVEMENT--!

WHAT AM I HANGING AROUND HERE FOR?!?

I HAVE TO SAVE MY LIVELIHOOD! I'LL NEVER CATCH UP TO THE BAG BEFORE IT HITS--

--SO I'LL HAVE TO RELY ON MY TRUSTY WEB-SHOOTERS TO SAVE THE DAY!

THWIP

WHOA! THAT WAS CLOSE! IT MISSED THAT *PUDDLE* BY LESS THAN A FOOT!

THWAP

RENT A TUX

HUH?

BUT, "A MISS IS AS GOOD AS A MILE," AS AUNT MAY USED TO SAY.

AUNT MAY... GEE, I REALLY OUGHT TO CALL HER!

I'D USE THAT PAY PHONE, BUT IT'S OCCUPIED!

RENT A TUX

HEY, WHAT A BREAK! THAT GUY'S GETTING OFF THE PHONE!

WONDER WHY HE'S IN SUCH A HURRY?

HELLO?

YEOW! SPIDER-MAN! LEMME OUT OF HERE!

SECONDS LATER...

RESTWELL NURSING HOME!

CONNECT ME WITH MAY PARKER, PLEASE!

A TUX

HELLO, AUNT MAY! IT'S ME... PETER!

I HOPE YOU'RE NOT STILL MAD AT ME. I KNOW I LET YOU DOWN THE OTHER DAY.* I JUST WANT TO SAY THAT I'M REALLY VERY SORRY.

*SEE LAST ISSUE -- DENNY.

WHY, PETER... HOW NICE! OF COURSE I FORGIVE YOU! I HOPE YOU CAN FORGIVE *ME!* I WAS AWFULLY UPSET THE OTHER DAY, AND I SAID A LOT OF THINGS I DIDN'T MEAN!

DO YOU HAVE A COLD? YOUR VOICE SOUNDS MUFFLED!

AND NOW, IT'S TIME FOR THE *FAMILY FEUD!*

HURRY UP, MAY! THAT CRAZY RICHARD DAWSON'S COMING ON!

OH, PETER--YOU CAUGHT ME JUST AS I WAS ABOUT TO WATCH MY FAVORITE PROGRAM WITH NATHAN. COULD YOU CALL ME BACK LATER?

SURE THING... I PROMISE! ENJOY YOUR PROGRAM!

OFFICER, CAN'T YOU ARREST HIM?

FOR WHAT, LADY? IT AIN'T AGAINST THE LAW TO USE A PAY PHONE?

WHAT A SWEET OLD LADY! I'M LUCKY TO BE RELATED TO HER!

RENT A TUX

SHE'S BEEN SO ALIVE AND CHIPPER SINCE SHE BEGAN SEEING ***NATHAN LUBENSKY*** -- HE'S DONE A WORLD OF GOOD FOR HER!

I MUSTN'T FORGET TO CALL HER LATER!

WELL, ALL OF THAT GLOWING STUFF HAS DISPERSED... I WONDER WHAT IT WAS? ***CAPTAIN MARVEL*** LEAVES A SPARKLE TRAIL, BUT I THINK HE'S SOMEWHERE OUT WEST.

RENT A TUX

AND THE ONLY OTHER GUY I KNOW WHO DID THE GLOW-WORM NUMBER WAS--

--WILL-O'-THE-WISP!

WHAT AN IDIOT I AM! WHAT IF THAT GLOWING CLOUD ***WAS*** WISPY?

MAYBE HE WAS TRYING TO CONTACT ME... AND LIKE A DUMMY, I BLEW HIM AWAY!

"WILL-O'-THE-WISP WAS ONE OF THE TOUGHEST GUYS I EVER FOUGHT. AND HE WAS A REAL MYSTERY MAN ...THE ACCIDENT WHICH BROKE DOWN HIS BODY'S MOLECULAR ADHESION ALSO GAVE HIM AMNESIA!

"IN FACT, HE REALLY DIDN'T WANT TO FIGHT ME! I LATER LEARNED THAT ***DR. JONAS HARROW*** HAD SOME SORT OF GIZMO WHICH FORCED THE WISP TO FOLLOW HIS ORDERS.

"WITH HIS ABILITY TO TURN INTO A BALL OF LIGHT, AND SLIP THROUGH SOLID MATTER, HE WAS PRACTICALLY UNSTOPPABLE!"

READ ADV SCI FICTION FANTASY

EPIC

SON

Co

BUT IN THE END, HE SACRIFICED HIMSELF TO SAVE ME, AND DISINTEGRATED...

...INTO GLOWING DUST!

RENT A TUX

WHUPS! HEADS UP, PARKER! JONAH'S PENT-HOUSE IS DEAD AHEAD! LIKE IT OR NOT, YOU HAVE A JOB TO DO!

YEAH. BUT AS SOON AS I'M DONE HERE, I'M GOING TO TRACK DOWN WHAT'S LEFT OF THAT GLOWING CLOUD!

A TUX

MEANWHILE, EVEN AS PETER PARKER SLIPS INTO HIS RENTED TUX -- BLOCKS AWAY, THAT CLOUD OF GLOWING MATTER SLOWLY REFORMS...

AND, BUCKING THE NIGHT WINDS, IT BEGINS TO FLY OFF IN THE DIRECTION WHICH SPIDER-MAN HAD TAKEN!

WHILE IN J. JONAH JAMESON'S PENTHOUSE APARTMENT, THE PUBLISHER OF THE **DAILY BUGLE** IS BUSILY PLAYING HOST TO THE WOMAN OF THE HOUR...

ENJOYING YOURSELF, MARLA?

VERY MUCH, JONAH, BUT I WISH YOU HADN'T MADE SUCH A BIG FUSS OVER MY GETTING A NEW JOB!

NONSENSE, MY DEAR. IT ISN'T EVERY DAY THAT MY FAVORITE RESEARCH SCIENTIST IS OFFERED A POSITION WITH THE PRESTIGIOUS **BRAND CORPORATION!**

OH, MARLA, DO YOU KNOW--?

PROFESSOR POTTER, HOW ARE YOU?

MARLA MADISON, AS I LIVE AND BREATH, YOU GET MORE RAVISHING EVERY YEAR! BUT... I REMEMBER YOU WEARING GLASSES.

OH, I JUST GOT MY NEW CONTACT LENSES!

'EVENING, J.J.J. SORRY I COULDN'T GET HERE SOONER!

PARKER?! WHERE HAVE YOU BEEN? AND WHAT WERE YOU DOING OUT ON THE BALCONY?

WELL, I WAS RUNNING A LITTLE LATE, SO I CAME BY HELICOPTER! YOU DID SAY I SHOULD TRY TO BE INCONSPICUOUS!

VERY FUNNY!

IF I WANTED BAD JOKES, I'D HAVE HIRED ALAN KING! NOW, GET OUT THERE, MINGLE WITH THE CROWD, AND GET ME SOME GOOD SHOTS FOR TOMORROW'S **BUGLE!**

YOUR WISH IS MY COMMAND, SAHIB!

WOW! THIS IS SOME BASH JONAH IS THROWING! THIS SPREAD MUST HAVE SET HIM BACK PLENTY!

I KNEW HE HAD A SOFT SPOT FOR DR. MADISON -- BUT IT MUST REALLY BE LOVE, IF THE OLD TIGHTWAD IS WILLING TO UNLOCK HIS MONEY BELT FOR THIS!

WELL, HELLO!

LOOKS LIKE I'M NOT THE ONLY LATE ARRIVAL. I RECOGNIZE THE CHUBBY GUY... THAT'S **JAMES MELVIN**, THE BRAND CORPORATION BIG-WIG!

WHO'S THE BIG DUDE?

MUST BE HIS **BODYGUARD!** AND THERE'S SOMETHING ABOUT HIM I DON'T LIKE... JUST A FEELING. AW, WHO AM I TO JUDGE?

I'D BETTER GET SOME PIX OF MELVIN!

THERE'S THAT FEELING AGAIN ...AND IT'S GETTING STRONGER!

NO PICTURES, SHORTY!

HEY!

LEAVE HIM ALONE, SIMMONS -- IT'S ALL RIGHT!

HELLO, JONAH! HOW'S THE PUBLISHER OF NEW YORK'S BEST-SELLING DAILY?

COULDN'T BE BETTER, JAMES! I HAVEN'T SEEN YOU AT THE CLUB LATELY!

I DEFINITELY DON'T LIKE THIS GUY!

IT'S CRAZY, BUT I'D SWEAR I KNOW SIMMONS!

I'LL BE DARNED! LOOK WHO'S BACK IN CIRCULATION -- RODERICK KINGSLEY, THE SNEERING LIZARD OF THE FASHION WORLD!

WOW! WHO'S HE WITH?

OOOH! LOOK, RODDY -- PUNCH!

DIDN'T I SEE HER IN A *CENTER-FOLD* RECENTLY? HOW'D A SCRAWNY WIMP LIKE KINGSLEY EVER LATCH ONTO HER?

I NEVER FIGURED HIM FOR A LADIES' MAN. I GUESS THIS PROVES THAT YOU CAN'T GO BY APPEAR-ANCES!

HELLO, ROD! IS THIS YOUR NEW LADY? SHE'S...CUTE.

WELCOME TO THE CLUB, DEAR. I'M MARJORIE DuPREY.

CLUB? WHAT ARE YOU TALKING ABOUT?

SHUT UP, MARGE!

WHY, HAVEN'T YOU HEARD OF "KINGS-LEY'S KOZY KOMPANIONS"? WE'RE A SELECT GROUP... THERE ARE ONLY 19 OF US... 20, COUNTING YOU!

I DON'T UNDERSTAND.

YOU WILL... WHEN HE DROPS YOU FOR THE *NEXT* SKIRT THAT CATCHES HIS EYE!

RODDY?

IGNORE HER, DAPHNE. SHE'S DRUNK!

BUT--!

HAH-HA! SO RODDY-BOY'S A SOCIAL LOUSE, AS WELL AS A PROFESSIONAL ONE! I BET HE WON'T BE SEEING THAT LADY MUCH LONGER!

YES, JONAH, I HAD GREAT HOPES FOR THE NEW ADMINISTRATION. BUT THEY'RE JUST NOT DOING ENOUGH FOR BUSINESS.

I SEE YOUR POINT, BUT SURELY YOU MUST AGREE THAT--!

I CAN'T TAKE MUCH MORE OF THIS! I NEED SOME AIR... AND A SMOKE!

THAT'S BETTER! I DON'T KNOW WHO'S THE BIGGER WINDBAG... JAMESON OR THE BOSS!

HAROLD SIMMONS RELAXES, NOT SEEING THE GLOWING CLOUD WHICH DRAWS NEAR.

BOBBING AND WEAVING, IT SEARCHES FOR SPIDER-MAN, FOLLOWING THE RAPIDLY FADING TRAIL OF HIS PAR-TICULAR ELECTRICAL AURA. JUST THEN, SOMETHING ELSE ATTRACTS IT...

FOR A MOMENT, IT PAUSES. AND THEN, IT TURNS...

--ENGULFING THE BODYGUARD!

WHAT THE DEVIL ?!

OW! WHAT IS THIS ? I'M SURROUNDED BY SOME KINDA ELECTRICAL FOG!

I-IT DOESN'T HURT, BUT IT FEELS LIKE BEIN' INSIDE A GIANT JOY BUZZER!

HUH? NOW, IT'S GONE... JUST LIKE THAT! WHERE'D IT GO ?

THEN, BEFORE SIMMONS'S STARTLED EYES...

M-MY *ARM!* SOMETHING MOVED MY ARM ...BUT WHAT ?

MY BLASTER BLADES! THAT CLOUD OF WHATEVER-IT-WAS MUST HAVE SEEPED INTO MY BATTLE-SUIT'S CIRCUITRY!

IT'S IN *CONTROL* OF ME!

CLANG

ZSHOOM

THIS IS NUTS! NOW IT'S CAUSING MY BLADES TO FIRE A POWER CHARGE... LIKE IT'S TESTIN' OUT MY SECRET OUTFIT!

I GOTTA FIGHT THIS THING! I GOTTA GET CONTROL BACK! IF I BLOW MY COVER HERE, THERE'LL BE THE DEVIL TO PAY!

INSIDE...

BUZZ OFF, RODDY!

EVERYONE! MAY I HAVE YOUR ATTENTION! I'D LIKE TO INTRODUCE MR. JAMES MELVIN OF THE BRAND CORPORATION! HE HAS A VERY SPECIAL ANNOUNCEMENT CONCERNING OUR LOVELY GUEST OF HONOR!

THANK YOU, JONAH!

LADIES AND GENTLEMEN, IT GIVES ME A GREAT DEAL OF PLEASURE TO TELL YOU THAT DR. MARLA MADISON HAS CONSENTED TO JOIN THE BRAND FAMILY AS OUR NEW DIRECTOR OF DOMESTIC RESEARCH!

CLAP CLAP CLAP CLAP

AS YOU KNOW, DR. MADISON IS OUR NATION'S LEADING ELECTRO-BIOLOGIST, AND BRAND IS VERY PROUD TO HAVE HER...

I FINALLY GOT THE BLADE'S RETRACTED, BUT THE SUIT'S STILL PUTTING UP A FIGHT!

INDEED, AS MELVIN SINGS MARLA'S PRAISES, SIMMONS'S HIDDEN BATTLE-SUIT SUDDENLY SURGES TO FULL POWER --

--SHREDDING HIS TUXEDO IN A MIGHTY BURST OF ENERGY!

NO!!

THAT FREAKIN' DUST IS ALMOST IN TOTAL CONTROL! I BETTER PULL MY MASK ON WHILE I STILL CAN!

I DON'T KNOW WHAT I'M GONNA DO NEXT, BUT I GOTTA THINK OF SOMETHING FAST!

--AND WE'RE SURE THAT THIS ASSOCIATION--

-- WILL BE A VERY, VERY LONG ONE!

COULDN'T BE MUCH LONGER THAN YOUR SPEECH!

GOOD GRIEF! MY SPIDER-SENSE JUST CUT LOOSE WITH A FULL-TILT DANGER BUZZ! THERE'S SOMETHING OUT ON THE BALCONY!

CRAASH

THEN...

EEEK!

OMIGOSH! IT'S KILLER SHRIKE!

I HAVEN'T SEEN HIM SINCE I HELPED THE BEAST STOP HIM AND THE MODULAR MAN!*

WHAT'S HE DOING HERE?!

*MARVEL TEAM-UP #90.--D.

HAS HE SOMEHOW FIGURED OUT WHO I AM?

AND IF HE HAS--WHAT'LL I DO?

WHAT'S THE MEANING OF THIS?

WHOEVER YOU ARE, GET OUT OF HERE!

SIMMONS, HAVE YOU GONE CRAZY?

BOSS--BELIEVE ME--THIS ISN'T MY IDEA!

IT'S THE SUIT!

WHU--!

WHAT'RE YOU DOING? LET GO OF ME!

HELP!!

MOVING LIKE THE WIND, KILLER SHRIKE SCOOPS UP MARLA AND TAKES TO THE SKIES BEFORE EVEN PETER PARKER CAN MAKE A MOVE TO STOP HIM!

YOU! STOP!!

JONAH!!

YOU'LL NEVER GET AWAY WITH THIS! YOU HEAR ME? I'M J. JONAH JAMESON!

JONAH, COOL IT! I DOUBT THAT HE CARES WHO YOU ARE!

IF YOU HARM THAT WOMAN, NO PLACE ON EARTH WILL BE SAFE FOR YOU! I'LL HUNT YOU DOWN LIKE A DOG!

YOU WON'T DO ANYBODY ANY GOOD IF YOU FALL OFF THE BALCONY! NOW, COME ON BACK DOWN!

NOBODY LEAVES! I'LL HAVE A SQUAD OF MEN HERE IN MINUTES!

OH, GREAT! THE POLICE COMMISSIONER *WOULD* BE AT THIS PARTY! NOW I'M *STUCK* HERE!

MARLA!

MEANWHILE...

PUT ME DOWN! **PUT ME DOWN!**

LADY, IF I PUT YOU DOWN NOW, YOU WON'T LIKE IT! SO DO US BOTH A FAVOR AND STOP STRUGGLING!

WHY ARE YOU DOING THIS? WHERE ARE YOU TAKING ME?

YOU WON'T BELIEVE THIS, BUT I DON'T KNOW!

BUT WHATEVER HAPPENS, I'VE GOT A FEELING THAT IT'S GOING TO COST ME MY CHRISTMAS BONUS!

SOMETIME LATER, AFTER THE POLICE HAVE ARRIVED...

I KNOW IT'S CRAZY, SIR, BUT KILLER SHRIKE MUST HAVE RIPPED SIMMONS APART BEFORE HE CAME IN HERE. ALL THAT'S LEFT OF THE GUY IS A TATTERED TUXEDO!

I'M TERRIBLY SORRY, JAMES. THIS MUST BE AN AWFUL SHOCK!

YES. YES... TERRIBLE. I-I MUST REPORT THIS TO THE HOME OFFICE ... IF IT'S ALL RIGHT TO GO!

YES, BY ALL MEANS!

SOMETHING STINKS HERE!

MR. MELVIN SEEMS TO BE IN AN AWFULLY BIG HURRY!

UNLESS I'M SADLY MISTAKEN, I'D BET THAT SIMMONS *IS* KILLER SHRIKE!

SHORTLY, ON THE STREET BELOW...

THAT BLASTED IDIOT! WHAT POSSESSED HIM TO PULL A DARN FOOL STUNT LIKE THIS?

IF I HADN'T TRACKED HIM DOWN AFTER THAT LAST FIASCO HE WAS INVOLVED IN--

--THE POLICE WOULD HAVE FOUND HIM FOR SURE! I GAVE HIM A PURPOSE... MOLDED HIM INTO ONE OF BRAND'S BEST SECRET OPERATIVES --AND *THIS* IS HOW HE REPAYS ME!

AT LEAST I CAN TRACK HIM DOWN BY THE TRACER CIRCUITS IN HIS BATTLE-SUIT!

BEEP BEEP

WITH A SQUEAL OF RADIAL TIRES, JAMES MELVIN TAKES OFF IN PURSUIT--

--LITTLE DREAMING THAT HE, HIMSELF, IS FOLLOWED!

SOMETIME LATER, NOT FAR FROM WEST CALDWELL, NEW JERSEY...

OH, NO! NOT HERE! OF ALL PLACES, NOT HERE!

WHY...THAT'S A BRAND CORPORATION FACTORY! WHY ARE YOU TAKING ME THERE?

KILLER SHRIKE DOES NOT ANSWER. HE CAN ONLY SWALLOW HARD, AS HIS BATTLE-SUIT CARRIES HIM AND DR. MADISON HIGH OVER THE FACTORY GROUNDS, DOWN TOWARDS THE SKYLIGHT OF ONE PARTICULAR BUILDING--

--AND INSIDE!

THE SPECIAL POWERS LAB! H-HOW DID IT KNOW TO COME HERE? ONLY A SELECT FEW EVEN KNOW THIS PLACE EXISTS!

I-I DIDN'T KNOW THAT BRAND HAD ANYTHING THIS ADVANCED!

NOBODY'S SUPPOSED TO KNOW! THERE'S GONNA BE BIG TROUBLE OVER THIS!

ONCE THE SHRIKE ALIGHTS...

I DON'T KNOW WHY YOU'VE BROUGHT ME HERE... BUT IF YOU THINK I'LL HELP YOU LOOT THIS PLACE, YOU'RE SADLY IN ERROR!

YOU'VE GOT ME ALL WRONG, LADY! FOR THE PAST HALF-HOUR, I'VE FELT LIKE A BLASTED ***MARIONETTE!*** SOMETHING'S CONTROLLING MY BATTLE-SUIT!

IT FORCED ME TO BRING YOU HERE!

IT'S NOT MY IDEA TO WRITE THIS, BUT I HAVE TO AGREE WITH THIS SENTIMENT! WHATEVER THIS THING IS... LET'S HELP IT!

PLEASE HELP ME

A SHORT TIME LATER, ALONG THE HUGE FACTORY'S OUTER PERIMETER...

HE BROUGHT HER HERE? WHERE'S HIS MIND?

YOU THERE! SEAL THIS PLACE OFF ... IMMEDIATELY!

YESSIR, MR. MELVIN!

WELL, YOU HEARD THE MAN -- SEAL OFF THE PLANT!

NOBODY GETS IN, UNDERSTOOD?

UNDERSTOOD! HEH-HEH!

BRAKING HIS CAR TO AN ABRUPT HALT, MELVIN RUSHES DOWN A CORRIDOR INTO THE SPECIAL POWERS LAB -- HEAVY STEEL DOORS SLIDING OPEN AT A PUSH OF HIS THUMBPRINT. AND THEN...

INCREDIBLE! HE'S JUST STANDING THERE, BOLD AS BRASS!

OBOY! NOW I'M GONNA HEAR ABOUT IT!

SIMMONS, HAVE YOU TAKEN LEAVE OF YOUR SENSES? YOU USE TOP SECRET EQUIPMENT TO KIDNAP AN IMPORTANT NEW EMPLOYEE -- IN FRONT OF WITNESSES, I MIGHT ADD -- AND THEN YOU BRING HER TO A FACILITY SHE ISN'T EVEN SUPPOSED TO KNOW ABOUT!

BOSS, IT WASN'T MY IDEA, HONEST! SOMETHING IS CONTROLLING MY SUIT... AND I'D BACK OFF IF I WERE YOU!

I DON'T THINK IT WANTS YOU TO BOTHER DR. MADISON!

DID I HEAR SOMEONE SAY THEY WANTED TO BE BOTHERED?

WHO--?

I THINK OUR PAL WITH THE PONYTAIL CAN ANSWER THAT ONE, CHUBBINS!

SPIDER-MAN!

SEE? I THOUGHT HE'D REMEMBER ME!

UNFORTUNATELY, THAT'S NOT ALL HE CAN DO!

BETTER GET DOWN, IF YOU DON'T WANT TO BE FRICASSEED!

ZZAK

ZZOW

YEP, OL' K.S. IS PRETTY TOUGH WITH THAT SUIT AND THOSE BLASTERS!

BUT IF YOU HIT HIM IN THE CHIN, HE STILL FALLS DOWN WITH THE BEST OF THEM!

WHUMP

AWK!

KILLER SHRIKE WON'T BOTHER YOU ANY MORE DR. MADISON! LET'S GET OUT OF HERE!

I'M NOT LEAVING WITH *ANYONE*, SPIDER-MAN -- LEAST OF ALL *YOU!* I HAVE IMPORTANT WORK TO DO HERE!

WHAT? BUT DIDN'T THE SHRIKE KIDNAP YOU?

NO, HE DID NOT!

AM I GOING CRAZY? I SAW HIM FLY OFF WITH HER MYSELF!

YEAH, I MUST BE CRAZY! MY SPIDER-SENSE IS BUZZING AGAIN... BUT THE ONLY THING THAT'S BEHIND ME IS SHRIKE, AND HE'S OUT COLD!

WOO-HOO-HOO!

THIS IS ABSOLUTELY BUGHOUSE! K.S. IS UNCONSCIOUS, BUT HIS UNIFORM KEEPS ON FIGHTING!

ZLAKT

ZZOK

STILL, HE'LL HAVE TO MOVE FASTER THAN THAT TO ZAP ME!

DR. MADISON... PLEASE... WHAT IS GOING ON?

VERY WELL, IF YOU MUST KNOW...

...YOU'RE HOLDING TWO MEN THERE! I DON'T KNOW WHO KILLER SHRIKE IS, AND I DON'T CARE -- BUT THERE'S ANOTHER BEING INHABITING HIS UNIFORM'S CIRCUITRY.

AND I MAY BE THE ONLY ONE WHO CAN SAVE HIS LIFE!

WISP! THE INDUCTION GRID IS READY... YOU CAN ENTER THE SYSTEM NOW!

WHAT THE HECK?! IT'S THAT SAME GLOWING CLOUD THAT CAME AFTER ME EARLIER!

YOU CALLED HIM "WISP," AS IN... WILL-O'-THE-WISP?

YES, THAT'S WHAT HE CALLED HIMSELF. I DON'T KNOW HOW HE KNEW ABOUT THIS LAB, BUT THE MAGNO-CONDENSER I'VE ASSEMBLED HERE OUGHT TO SAVE HIM--

-- BY BOOSTING THE CONDENSER FIELD OF HIS DIFFUSE MOLECULES AND PULLING HIM BACK TOGETHER!

YOU CAN DO US BOTH A BIG FAVOR BY GOING AWAY!

WAIT A MINUTE, DOC! I KNOW A FEW THINGS ABOUT SCIENCE -- AND I OWE WISPY MY LIFE! ISN'T THERE ANYTHING I CAN DO TO HELP?

NO!

BUT THEN...

THERE THEY ARE!!

UH... SPIDER-MAN?

I READ YOU, DOC-- LOOKS LIKE I CAN MAKE MYSELF USEFUL AFTER ALL!

DON'T JUST STAND THERE, YOU IDIOTS! THEY'RE TRES-PASSING -- TAKE THEM!

BOTH SPIDER-MAN AND THE MADISON WOMAN HAVE SEEN TOO MUCH. THEY'LL HAVE TO BE ELIMINATED!

FOR SHAME, MELVIN! AND HERE I THOUGHT YOU WERE CHURCH PEOPLE!

DIDN'T ANYONE EVER TELL YOU THAT YOU SHOULD FORGIVE THOSE WHO TRESPASS AGAINST YOU?

WAA!

NEVER HEARD THAT ONE, EH? WELL, HOW ABOUT "'TIS MORE BLESSED TO GIVE THAN TO RECEIVE"?

I'LL GIVE YA SOMETHIN'! I'LL GIVE YA A GOOD DRUBBIN' WITH THIS ELECTRO-TRUNCHEON!

YEAH, JERK-- IF I GIVE YOU AN OPENING -- WHICH I WON'T!

HEY, THAT PHONE! I JUST REMEMBERED -- I PROMISED TO CALL AUNT MAY!

BRAND SQUAD

OKAY, EVERYBODY OFF!

DON'T THINK THAT I DON'T LIKE YOU, BOYS... IT'S JUST THAT I HAVE AN IMPORTANT CALL TO MAKE!

WHY DON'T YOU JUST RELAX THERE IN THE CORNER, AND WE'LL PLAY SOME MORE LATER!

MMPH!

HEY!

MAY PARKER SPEAKING!

HI, PRETTY LADY! IT'S ME AGAIN! I DIDN'T WAKE YOU, DID I?

GOODNESS, NO! NATHAN AND I WERE JUST WATCHING *DALLAS!*

YEAH? WHAT'S J.R. UP TO THIS WEEK?

I COULDN'T POSSIBLY TELL YOU... IT'S TOO AWFUL!

WELL, IN THAT CASE, I'LL LET YOU GET BACK TO THOSE SORDID GOINGS-ON! TAKE CARE OF YOURSELF, AND I'LL SEE YOU THIS WEEKEND!

WHUD

ALL RIGHT, DEAR! 'BYE!

OKAY, MY FAMILY DUTIES ARE TAKEN CARE OF FOR THE EVENING, THE BRAND GOONS ARE UNDER WRAPS, AND MARLA'S AT WORK... WHAT AM I FORGETTING?

UH-OH!

ZZZAM

SHRIKE!

THAT'S RIGHT, WISE GUY! AND THIS TIME, I'M IN FULL CONTROL OF MYSELF!

BIG DEAL!

SHRIKEY-BOY, IT WOULDN'T DO YOU ANY GOOD IF YOU WERE IN FULL CONTROL OF THE STRATEGIC AIR COMMAND!

YOU'D STILL BE A JERK!

HEY!

KA-BOOM

HAY?

STRAW IS CHEAPER-- GRASS IS FREE! BUY A FARM, AND YOU GET ALL THREE!

BURMA SHAVE!

WELL, THAT'S THAT!

HOW'RE THINGS AT YOUR END, DOC?

AWFUL! SOME SHRAPNEL THAT WAS BLOWN LOOSE BY KILLER SHRIKE'S BLAST TORE INTO MY CONDENSER'S POWER SUPPLY!

I'M LOSING VOLTAGE! IF I CAN'T ROUTE IN MORE POWER FAST, I MAY LOSE HIM!

IS THAT ALL? THERE'S NO PROBLEM, THEN... OL' K.S. STILL HAS PLENTY OF ELECTRICAL POWER IN HIS SUIT!

JUST SHOW ME WHERE YOU WANT IT!

ALL RIGHT, BUT HURRY!

THE INDUCTION GRID WHERE THE WISP ENTERED MY DEVICE WILL DO!

ONE HEAVY DOSE OF VOLTAGE COMING UP!

THIS IS SIMPLE! THE BLASTERS ARE ACTIVATED BY PALM BUTTONS --JUST LIKE MY WEB-SHOOTERS!

YOU DID IT! THE VOLT-LEVEL IS APPROACHING THE THRESHOLD NEEDED FOR REINTEGRATION!

DEEP WITHIN THE MAGNO-CONDENSER, A SERIES OF SOLENOIDS CLICK IN -- A BRIGHT DISPLAY OF ELECTROMAGNETIC WAVES LIGHTS UP THE ASSEMBLY PAD--

AND A *HUMAN SHAPE* SLOWLY STARTS TO TAKE FORM!

C'MON, WISP! YOU CAN DO IT, MAN! THAT MACHINE MAY HELP START THE PROCESS, BUT IF YOU REALLY WANT TO REJOIN THE LIVING--

--YOU HAVE TO *FIGHT* FOR IT!

YES... YOU ARE RIGHT!

I... WILL... LIVE! I... MUST... LIVE!

AND I SHALL BE... ***FREE!!***

I AM WHOLE AGAIN! I'M STILL WILL-O'-THE-WISP, BUT I HAVE CONTROL NOW! I WON'T FALL APART AGAIN!

GREAT! NOW, LET'S GET OUT OF HERE!

NO!

DURING THE MONTHS WHEN I WAS BUT ERRANT DUST, MY *MIND* RETURNED TO ME!

YOU SEE, THIS IS THE PLACE THAT SPAWNED ME!

AND I KNEW THAT ONCE I WAS WHOLE AGAIN... *I COULD DESTROY THIS FOUL PLACE!*

THAT IS WHY I KNEW TO HAVE KILLER SHRIKE BRING DR. MADISON HERE! I KNEW SHE WOULD FIND THE EQUIPMENT HERE TO RESTORE ME!

DESTROY IT I SHALL... AND NO ONE WILL STOP ME!

DR. MADISON, DON'T LOOK AT THAT LIGHT OF HIS! IT CAN HYPNOTIZE YOU!

DR. MADISON?

TOO LATE.

BLAST YOU, WISP! THAT LADY PUT YOU BACK TOGETHER! IS THIS THE WAY YOU SHOW YOUR GRATITUDE?

YOU ARE STILL CONSCIOUS, SPIDER-MAN!

BLAZES! HE TURNED INTO A PHANTASM AGAIN--IN THE BLINK OF AN EYE!

I AGREE THAT THE WOMAN IS INNOCENT OF WRONG-DOING.

THUS, I LEAVE IT TO YOU TO GET HER TO SAFETY...

...WHILE YOU CAN!

"WHILE I CAN"?

KLABOOM

THE FIRST EXPLOSION IS FOLLOWED BY A SERIES OF DEEP RUMBLES--AND THEN, THE ENTIRE CHAMBER IS SUDDENLY TRANSFORMED INTO A HELLISH *INFERNO!*

HOLEE--! HE'S USING THE SUPER-CONDUCTIVITY OF HIS CRAZY LIGHT-FORM TO OVERLOAD THE BUILDING'S ELECTRICAL SYSTEM!

WISP--*STOP!* THIS WON'T SOLVE ANYTHING!

NO GOOD! HE WON'T LISTEN, AND THERE'S NO WAY I CAN STOP HIM. I'D BETTER GET THE OTHERS OUT OF HERE WHILE THERE'S STILL TIME!

FEVERISH MINUTES LATER...

ƎGRPHƎ

HEY!

OH, SHUT UP! I SAVED YOU, DIDN'T I?

WEEOOO

LOOKS LIKE HALF THE FIRE ENGINES IN JERSEY ARE HEADED THIS WAY. I GUESS I WON'T BE NEEDED ANY MORE--

--SO I'D BEST GET OUT OF HERE BEFORE SOMEBODY BLAMES ME FOR THIS MESS!

BRAND CORPORATION KEEP OUT!

SOON...

IT'S A PRETTY BAD ONE, CAP'N -- BUT EVERYONE GOT OUT ALL RIGHT!

FUNNY THING, THOUGH -- THEY'RE ALL COVERED WITH SOME STICKY NETTING, AND THERE'S SOME LADY IN AN EVENING GOWN!

WHAT?!

AND SO, LESS THAN AN HOUR LATER...

MARLA! I CAME AS SOON AS I GOT WORD THAT YOU WERE HERE!

ARE YOU ALL RIGHT?

SHE'S OKAY, MR. JAMESON...JUST A LITTLE GROGGY. IT'S SHOCK, I GUESS. THE FELLA WHO BROUGHT HER HERE SEEMS TO HAVE VANISHED, THOUGH.

MARLA, DEAR... WHAT HAPPENED? WHY DID THE KILLER SHRIKE BRING YOU OUT HERE?

I... DON'T KNOW, JONAH. EVERYTHING SEEMS SO FUZZY... BUT I THINK THAT SPIDER-MAN WAS INVOLVED SOMEHOW.

AND I ALSO REMEMBER THAT IT HAD SOMETHING TO DO WITH *BRAND*. I'M NOT SURE WHAT... BUT I *DO* KNOW THAT I WON'T BE WORKING FOR THEM!

LET'S NOT MAKE ANY HASTY DECISIONS, DR. MADISON -- YOU'RE OBVIOUSLY OVERWROUGHT. WHY DON'T WE TALK THIS OVER?

TALKING WOULD BE POINTLESS, MELVIN. I'VE MADE UP MY MIND!

YOU HEARD THE LADY, MELVIN! HRUMPH! IF SOMETHING SHADY IS GOING ON, MAYBE THE *DAILY BUGLE* SHOULD LOOK INTO THE BRAND CORPORATION'S AFFAIRS!

I'D WATCH MY STEP, IF I WERE YOU, JAMESON. WE'RE A WHOLLY OWNED SUBSIDIARY OF *ROXXON OIL* --

--AND ROXXON DOES NOT TAKE KINDLY TO INVESTIGATIVE REPORTING!

AND, AS JONAH AND MARLA WALK AWAY, THE FIRE RAGES ON -- EVENTUALLY CONSUMING THE ENTIRE COMPLEX!

AND, WHILE THE FIRE-FIGHTERS VAINLY STRUGGLE TO SAVE A FEW OF THE BUILDINGS --

--NONE OF THEM NOTICE THE GLOWING BALL OF LIGHT WHICH SOARS UP OUT OF THE FLAMES...

ONLY ONE LONE FIGURE SEES IT GO.

WHAT HAVE WE DONE? HAVE WE SAVED A *MAN*... OR UNLEASHED A *MONSTER*?

SPIDER-MAN WILL ASK HIMSELF THAT QUESTION FOR THE NEXT 48 HOURS, BUT HE WILL FIND NO ANSWER IN... *THE END!*

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

HERE'S THE WEB-SWINGER YOU DEMANDED! FIGHTING! JOKING! DEFYING DEATH IN A SAVAGE ROOFTOP BATTLE!

BY ROGER STERN

RAVAGED BY THE RINGER!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter gained the arachnid's powers... and in effect, became a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

RING OUT THE OLD, IN THE NEW!

I CAN'T BELIEVE THAT IT'S THE BEGINNING OF A NEW SEMESTER ALREADY! I'VE ACTUALLY MADE IT THROUGH A WHOLE TERM, AS A GRAD *AND* A TEACHING ASSISTANT!

SOMEHOW, I'VE SURVIVED THAT WHILE STILL PULLING IN A REASONABLE LIVING AS A FREE-LANCE PHOTOGRAPHER AND PLAYING SPIDER-MAN ON THE SIDE!

I MUST BE OUT OF MY MIND TO TRY LIVING FOUR LIVES AT ONCE! IT'S REALLY BEEN A HECKUVA STRAIN, BUT SOMEHOW I SEEM TO BE MAKING IT!

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OH, GREAT! MY WATCH HAS STOPPED! I DON'T KNOW IF I'M LATE OR NOT!

WHOA! MY SPIDER-SENSE IS SIGNALING DANGER! WHAT COULD POSSIBLY--?

UH-OH! A LITTLE BURST OF THE OL' SPIDER-SPEED WILL PREVENT A NASTY IMPACT!

HEADS UP, FELLA! T.A. AT 12 O'CLOCK!

LOOK OUT!

WE'RE GOING TO...

...HUH?!

WAY TO GO, PARKER! IF I HADN'T REACTED SO QUICKLY, I COULD HAVE SPARED JOE COLLEGE A FALL!

SORRY, FELLA. ARE YOU OKAY?

OH, YEAH. I'M FINE. NEVER BETTER.

I FALL ON MY FACE... MY WATCH IS BROKEN... AND I'M PROBABLY LATE FOR A CLASS I DIDN'T WANT IN THE FIRST PLACE.

I KNOW HOW YOU FEEL. YOU'RE STUCK WITH A LOSER OF A CLASS, EH?

THE WORST! I SIGNED UP FOR A COMPUTER COURSE FOR MY MINOR, BUT THE FOOLS AT REGISTRATION FOULED UP MY FORMS--SO I GOT STUCK WITH CHEM-101!

IN THAT CASE, YOU CAN RELAX--YOU'RE NOT LATE FOR CLASS. I'M HEADED THERE MYSELF! C'MON!

THAT MUST HAVE BEEN SOME FOUL-UP. YOU DON'T LOOK LIKE A FRESHMAN. HOW'D THEY STICK YOU WITH A FIRST YEAR COURSE?

EASY... I AM A FRESHMAN! DON'T LET THE YEARS FOOL YOU-- MY FIRST COLLEGE CAREER WAS INTERRUPTED BY A HITCH IN THE ARMY!

BY THE WAY, I'M GREG SALINGER!

I'M PETER PARKER.

YOU DON'T LOOK LIKE A FRESHMAN EITHER!

I'M NOT... I'M THE TEACHER!

OH.

A BRIEF, UNCOMFORTABLE SILENCE LATER...

THERE YOU GO, GREG! TAKE A SEAT... ANY SEAT! PROMPTNESS SHOULD HAVE SOME REWARDS!

OH, AND DON'T BE TOO DOWN ON CHEM-101. NON-MAJORS AREN'T REQUIRED TO TAKE LAB, AND HOPE-FULLY, MY LECTURES WON'T PUT YOU TO SLEEP!

AT THAT MOMENT, ON A SMALL SIDE STREET IN BROOKLYN, TWO OF NEW YORK'S FINEST ARE OCCUPIED WITH A LESS THAN EXCITING ASSIGNMENT...

EXIT sign

GEEZ, HOWIE, I'D RATHER PLAY METER-MAID THAN PULL GUARD DUTY!

THIS IS MORE MONOTONOUS THAN A STAKE-OUT!

AW, CHEER UP, FRANK! IT'S NOT SO BAD! AND 'SIDES, YOU KNOW WE CAN'T LEAVE THIS PLACE UNGUARDED UNTIL THE D.A.'S OFFICE DECIDES WHAT TO DO ABOUT IT!

AFTER ALL, THIS JOINT **WAS** THE TINKERER'S WORK-SHOP BEFORE SPIDER-MAN BUSTED IT UP! * THERE'S PROBABLY ENOUGH ARMAMENT INSIDE TO OUTFIT A SMALL ARMY--

*SEE ISSUE #53.-- TOM.

"--AN' YOU KNOW THAT A LOT OF MUGS WOULD LIKE TO GET THEIR HANDS ON WHAT WE'RE NURSE-MAIDIN'."

BLAST!

THE NEW GEAR THAT THE TINKERER WAS BUILDING FOR ME IS LOCKED UP TIGHTER THAN A DRUM!

I HAVE TO GET IT-- BUT HOW?

WAIT A MINUTE! THE COPS ARE GUARDING THE DOORS... BUT WHAT ABOUT THE ROOF?!

A HALF-HOUR LATER, AFTER FOLLOWING A WINDING CIRCUITOUS ROUTE OVER THE ROOF-TOPS...

Fan Fo

PHEW! I THOUGHT I'D NEVER MAKE IT! I MUST BE CRAZY, TRYING A STUNT LIKE THIS IN BROAD DAYLIGHT, BUT THERE'S TOO MUCH RIDING ON THIS DEAL.

AH, I THOUGHT I REMEMBERED AN AIR SHAFT IN THIS PLACE! I'LL BET IT LEADS RIGHT DOWN TO THE TINKERER'S LAB!

THAT'S A GOOD 75-FOOT DROP, AT LEAST! BUT FORTUNATELY, I HAVE SOMETHING ON ME WHICH SHOULD MAKE MY DESCENT A LITTLE EASIER!

FROM AN INNER POCKET, THE STRANGER PRO-DUCES A SIMPLE METAL RING--

CLING

--WHICH, AT THE FLICK OF HIS WRIST, SEEMINGLY GROWS ANOTHER LINK...

CLING

CLING

CLING

...AND THEN ANOTHER, AND ANOTHER...

HEY, DID YOU HEAR THAT?

HEAR WHAT, FRANK?

I DUNNO... SOME SORT OF RINGING NOISE, LIKE BELLS OR CHIMES!

IT MUST'A BEEN YOUR IMAGINATION! THERE'S NOT A BELL TOWER WITHIN BLOCKS OF THIS PLACE! AND WHAT ELSE COULD IT BE?

I HOPE THERE ARE ENOUGH LINKS TO GET TO THE BOTTOM. I NEVER EXPECTED TO USE MY INTER-LOCKING RINGS IN QUITE THIS FASHION!

JUST A FEW MORE FEET--!

MADE IT!

THUNK

IF IT'S THIS EASY TO BREAK IN, NO WONDER SPIDER-MAN WAS ABLE TO STOP THE TINKERER!

WHAT A MESS! IT LOOKS LIKE SOMEBODY STARTED TO CLEAN UP AFTER A SMALL WAR... AND THEN GAVE UP IN DISGUST.

HEY! IF THE CODE-MARKING ON THAT CRATE IS CORRECT--!

IT IS! MY NEW OUTFIT... ALL CHARGED UP AND READY TO GO!

1419

I'LL SAY THIS FOR THE TINKERER-- HE DID GOOD WORK! IT FITS LIKE A GLOVE, AND IT LOOKS LIKE IT MEETS ALL THE SPECS I GAVE HIM.

BUT WILL IT WORK?

IT WORKS! MY PARTICULATE-MATTER CONDENSERS ARE FORMING RINGS RIGHT OUT OF THE SOOT AND SMOG IN THE AIR!

AS LONG AS I STICK AROUND CITIES, I'LL NEVER RUN OUT OF RINGS AGAIN!

THE RINGER* IS BACK IN ACTION!

*REMEMBER HIM FROM DEFENDERS # 51? -- TOM.

AW, WHO AM I KIDDING? I'M NOT CUT OUT FOR A LIFE OF CRIME! THE ONLY REASON I HAD THIS NEW SUIT BUILT WAS SO I COULD PEDDLE IT TO MY BUSINESS CONTACTS!

JUST LIKE EVERYBODY ELSE NOWADAYS, I'M SELLING OUT!

AND NOW THAT I THINK OF IT, MAYBE THERE'S MORE STUFF HERE THAT I COULD SELL!

I WONDER WHAT'S IN THIS CRATE?

BUT THEN...

THOOM

HUH?!

GET AWAY FROM THAT CRATE!!

GOOD GRIEF! THAT GUY JUST RIPPED THROUGH SOLID CONCRETE!

I DON'T KNOW WHO YOU ARE, PAL--

BUT I'M NOT TAKING ANY CHANCES WITH SOMEONE WHO CAN PUNCH THROUGH A WALL LIKE THAT!

WHAT THE DEVIL?!

THAT'S QUITE A WEAPONS SYSTEM YOU HAVE! BUT I'M AFRAID IT WON'T DO YOU ANY GOOD!

I DON'T BELIEVE IT! THOSE CONSTRICTING RINGS SHOULD'VE CRUSHED HIM LIKE AN EGGSHELL! THIS GUY MUST HAVE A HIDE LIKE A BATTLESHIP!

THESE RINGS ARE VERY INTERESTING! CONDENSED PARTICULATE MATTER, AREN'T THEY? AND WITH A TENSILE STRENGTH APPROACHING THAT OF STEEL!

YES, MOST INGENIOUS! I DARE SAY THAT ANYONE ELSE WOULD BE QUITE HELPLESS!

KROOON

NO! GET BACK... KEEP AWAY!

YOU POOR, PATHETIC SOUL! YOU ATTACK, WHEN YOU SHOULD RETREAT!

KRAK

YOU ALLOW FEAR TO CLOUD YOUR REASON, AND SO YOU ACT OUT OF PANIC!

YOURS ARE THE ERRORS OF INEXPERIENCE. I MADE MANY OF THE SAME MISTAKES ONCE... BUT I WAS LUCKY. I LEARNED FROM THEM.

I HAVE RISEN FROM MY HUMBLE BEGINNINGS, FORGING A CAREER WHICH WILL YET BRING ME THE POWER AND RICHES THAT ARE RIGHTFULLY MINE!

NO LONGER WILL I WORK FOR LESSER MEN! WITHIN A MONTH MY OLD ENEMIES WILL LIE IN DEFEAT!

--AND YOU, MY LITTLE FRIEND, WILL BE A USEFUL TOOL IN INSURING THOSE DEFEATS!

EFFORTLESSLY, THE SHADOWY FIGURE SINKS HIS FINGERS INTO THE SIDE OF THE BIG CRATE, HEFTING IT AS EASILY AS HE LIFTS THE LIMP FORM OF THE RINGER!

AND THEN, WITH A CONFIDENT SMIRK ON HIS LIPS, HE CARRIES HIS TREASURES OUT THROUGH THE MASSIVE HOLE IN THE WALL... AND INTO THE UTILITIES TUNNEL BEYOND.

A WEEK FROM NOW, THE POLICE WILL DISCOVER THIS HOLE AND LAUNCH AN INVESTIGATION.

BY THEN, IT WILL BE TOO LATE!

ELSEWHERE...

SPIDER-MAN!!

READ THE DAILY

WHO IS HE? WHAT IS HE?!

WHAT IS THE SOURCE OF HIS AMAZING POWERS?

I'M FELIX SIMON! JOIN ME THIS SEASON, WHEN I PROBE THE ANSWERS TO THESE AND OTHER QUESTIONS, AS WE GO...

..."ON THE TRAIL OF... SPIDER-MAN!"

"ON THE TRAIL OF..." WITH FELIX SIMON, WEDNESDAYS AT 7:30! THIS WEEK JOIN FELIX... "ON THE TRAIL OF THE LOCH TREVOR MONSTER!"

TV WEEK

ON THE TRAIL OF SPIDER-MAN

TIME

LOCH TREVOR MONSTER?! ARE THEY KIDDING?

PROBABLY!

"CHUCKWAGON THEATER" WITH COWBOY BOB IS NEXT!

ALRIGHT! BRING ON THE CARTOONS!

PARKER, THAT LECTURE WAS FANTASTIC! I NEVER KNEW THAT CHEMISTRY COULD BE SO INTERESTING!

I'M GLAD YOU LIKED IT, GREG-- THAT'S WHAT THEY'RE PAYING ME FOR!

TIMES

NO, REALLY! I'D NEVER REALIZED THE CLASSICAL NATURE OF CHEMISTRY BEFORE!

ALL THAT STUFF YOU BROUGHT UP ABOUT THE DEVELOPMENT FROM ALCHEMY... AND OLD ROGER BACON, EXPERIMENTING IN HIS MONK'S CELL...

...WELL, IT WAS SHEER POETRY!

IF YOU THOUGHT THAT WAS SOMETHING, WAIT UNTIL WE GET INTO THE LIVES OF JOSEPH PRIESTLY AND HENRY CAVENDISH!

WELL, SEE YOU IN CLASS!

COUNT ON IT!

ESU

GREG

WHAT A CHARACTER! HE SEEMS LIKE A NICE GUY, BUT I'VE NEVER SEEN ANYONE WHO WAS SO INTENSE!

ESU

TA OFFICE

UH-OH! SPEAKING OF INTENSE--!

HI, DEB... STEVE... PHIL? WHAT'S UP?

CSW

COME ON IN, PARKER, AND CLOSE THE DOOR BEHIND YOU! WE'RE ABOUT TO DECIDE THE FATE OF MR. HOPKINS HERE!

AW, GEEZ, PHIL... I SAID I WAS SORRY!

BEING SORRY ISN'T ENOUGH, STEVE! THIS IS A MATTER OF DEPARTMENTAL CONCERN!

YOU STEPPED FAR BEYOND THE BOUNDS OF HARMLESS PRACTICAL JOKES, AND CAUSED A LOT OF EMBARRASSMENT FOR A FELLOW TEACHING ASSISTANT!

DR. SLOAN, WILL YOU PLEASE ESCORT THE VICTIM FORWARD?

IT'S ALL RIGHT, MY DEAR! DON'T WORRY.

HERE ARE THE FORMAL CHARGES, PHILIP!

I HOPE THEY THROW THE BOOK AT YOU, STEVE! ACADEMIC PROBATION'S TOO GOOD FOR YOU!

I'M SURE THAT WE'LL FIND A SUITABLE PUNISHMENT, DEB!

STEVE HOPKINS... IT IS CHARGED THAT, IN THE FINAL DAYS OF LAST SEMESTER, YOU DID WILLFULLY YANK A WIG FROM THE HEAD OF ONE MARCY KANE--EXPOSING HER RECENTLY CUT HAIR AND CAUSING HER PUBLIC HUMILIATION! *

THERE'S SOMETHING ODD ABOUT THIS! PHIL IS ACTING LIKE THE HIGH INQUISITOR --BUT, AS I RECALL, HE WAS IN ON STEVE'S PRACTICAL JOKE!

WELL... YEAH, I DID. BUT HOW WAS I TO KNOW SHE WAS WEARING A WIG?

*LAST ISSUE.--TOM.

IGNORANCE IS NO EXCUSE! WE HAVE ONLY ONE RECOURSE IN THIS CASE. DR. SLOAN... THIS IS IN YOUR HANDS!

-- HONEST!

WHUUHN?

SPLOOOT

HA-HAH! YOUR PLAN WORKED, DOC! HE FELL FOR IT TOTALLY!

THIS WAS DR. SLOAN'S IDEA?! BEAUTIFUL!

DON'T BE SO SURPRISED, PARKER! AS SANTAYANA WROTE, "THE OLD MAN WHO WILL NOT LAUGH IS A FOOL!"

PTUI! YEAH... WELL... YA SURE FOOLED ME!

AND NOW THAT COURT IS ADJOURNED, ALLOW ME TO PRESENT THE UNVEILING OF THE SENSATIONAL NEW MARCY KANE!

TA-DAH! I'D LIKE TO THANK MOTHER NATURE FOR BLESSING ME WITH FAST-GROWING HAIR, AND MY HAIRDRESSER FOR MAKING THIS ALL POSSIBLE!

ISN'T SHE GREAT, FOLKS? YOU'LL LOVE HER EVEN MORE AS A BRUNETTE THAN YOU DID AS A BLONDE! YOW-SAH!

IF YOU'LL ALL CALM DOWN, I SUPPOSE THIS IS WHERE I SHOULD SAY A FEW WORDS!

I HAVE A TRADITION OF ADDRESSING MY ASSISTANTS AT THE BEGINNING OF EACH TERM... AND I'D LIKE TO SAY THAT I'M VERY PROUD OF YOU ALL. YOUR WORK HAS BEEN EXEMPLARY, AND YOUR GRADE-POINT AVERAGES ARE VERY GOOD!

SO, I THOUGHT WE'D HAVE A LITTLE CELE-BRATION... ON ME!

DOC, YOU'RE ONE OF THE GOOD ONES!

FOR THE NEXT SEVERAL MINUTES, THE ROOM IS ABUZZ WITH FRIENDLY CHATTER. AND THEN, ALMOST HESITANTLY, PETER APPROACHES HIS DEPARTMENT CHAIRMAN'S SECRETARY...

DEBRA, COULD I SPEAK TO YOU ALONE FOR A MINUTE?

I-I GUESS SO, PETER. BUT I CAN'T STAY AWAY FROM THE PHONES FOR LONG!

DEB, THERE WAS A SERIOUS MISUNDER-STANDING BETWEEN THE TWO OF US LAST TERM, AND I'D HATE FOR IT TO INTERFERE WITH OUR FRIENDSHIP.

COULD WE TALK ABOUT IT OVER DINNER? SAY, AT BENIHANA'S... AT 7:30... MY TREAT?

I THINK I'D LIKE THAT, PETER. I'VE WANTED TO TALK TO YOU FOR SOME TIME... BUT I DIDN'T KNOW HOW.

SEVEN-THIRTY SOUNDS FINE!

MINUTES LATER, THE YOUNG GRAD STUDENT TAKES TO THE MANHAT-TAN SKIES IN SOMEWHAT MORE COLORFUL GARB...

YAH-HOO! IT'S GREAT TO BE ALIVE! I HAVE A DATE FOR DINNER, MONEY IN MY POCKET--

THWIP

--AND AN AFTERNOON WITHOUT CLASSES! I'M FREE TO LEAP AND GAMBOL TO MY HEART'S CONTENT...

THWIP

...OR AT LEAST UNTIL MY WEB-SHOOTERS RUN OUT OF FLUID! FACE IT, PARKER-- THIS IS YOUR LUCKY DAY!

ENJOY IT WHILE YOU CAN, BECAUSE IT CAN'T POSSIBLY LAST!

AND, AS THE WEB-SPINNING WONDER SWINGS NORTHWARD--

--IN ANOTHER PART OF TOWN, THE RINGER FIGHTS HIS WAY BACK TO CONSCIOUSNESS.

NO... NOT POS-SIBLE...

ANY-THING IS POS-SIBLE, RINGER!

HUH?! WHAT? HOW? WHERE?

SO MANY QUESTIONS! PERHAPS I'LL ANSWER A FEW, EH?

IF YOU'RE WONDER-ING HOW I KNEW YOUR NAME, IT'S BECAUSE YOU'VE BEEN MUTTERING IT FOR THE LAST FIVE MINUTES. YOUR EGO IS ALMOST THE EQUAL OF MINE, IT WOULD SEEM.

AS TO WHERE YOU ARE... YOU'RE IN MY LAB, WHERE I'M ABOUT TO PREPARE YOU TO FIGHT SPIDER-MAN... FOR ME!

WHAT?! ME? OH, NO... NO WAY, MISTER!

A PRISON DOCTOR HAD TO REBUILD HALF OF MY TEETH AFTER THE LAST TIME I TANGLED WITH A SUPER HERO!* I'M NOT ABOUT TO FIGHT SPIDER-MAN!

*SEE DEFENDERS #51. -- T.

I'M NOT GIVING YOU A CHOICE IN THE MATTER, RINGER. IF YOU'LL CHECK YOUR MID-SECTION, YOU'LL NOTICE THAT YOU'RE WEARING AN EXTRA RING OF MY OWN DESIGN!

IT'S COMPOSED OF A POWERFUL EXPLOSIVE, WHICH I WILL GLADLY DETONATE... UNLESS YOU AGREE TO DO AS I SAY!

NO! Y-YOU'RE BLUFFING!

AM I? THEN WHY AM I STANDING IN THE SAFETY OF THIS PROTECTIVE BOOTH? ASK YOURSELF THAT!

AND THEN, ASK YOURSELF IF YOU CAN AFFORD TO TAKE THE CHANCE!

I GUESS I CAN'T.

GOOD. I KNEW WE COULD COME TO TERMS. NOW, LISTEN CAREFULLY...

SOMETIME LATER, IN THE CHELSEA APARTMENT OF PETER PARKER...

WHAT A GREAT DAY! I JUST CAN'T GET OVER IT!

I HAVEN'T FELT THIS HAPPY SINCE MY UNDERGRAD DAYS!

I GUESS THAT, JUST BY THE LAW OF AVERAGES, THINGS HAD TO TURN OUT RIGHT FOR ME EVENTUALLY!

BUT I CAN'T HELP WONDERING WHAT'S ABOUT TO GO WRONG...

AW, I SHOULDN'T BE SO PESSIMISTIC WHEN I'M FEELING SO GOOD! I'M PRACTICALLY READY TO GO, AND I WANT TO MAKE SURE I GET TO BENIHANA'S NICE AND EARLY TO MEET DEB...

IF I CAN HELP IT, I'M NEVER GOING TO STAND THAT LADY UP AGAIN! SO, AS SOON AS I CAREFULLY FOLD UP MY BEST PERMA-PREST DUDS, AND WEAVE A WEB-PACK AROUND 'EM--

-- I'LL BE ON MY WAY, VIA THE OLD WEB-LINE EXPRESS!

AH, YAS! AND NOW WITHOUT FURTHER ADIEU...

...EXIT, STAGE UP!

PUSHING ASIDE THE BATHROOM SKYLIGHT, THE COLORFULLY CLAD FIGURE LEAVES HIS WESTSIDE APARTMENT--

--AND, ONCE AGAIN, HEADS UPTOWN IN HIS OWN INIMITABLE MANNER!

♪ KEEP YOUR SUNNY SIDE UP... UP... ♪

THWIP

MEANWHILE, SEVERAL BLOCKS AWAY, A DOLEFUL RINGER KEEPS A RELUCTANT ROOFTOP VIGIL...

THIS MAKES NO SENSE! AS STRONG AS THAT GUY IS, WHY DOESN'T HE FIGHT SPIDER-MAN HIMSELF?

MEEP MEEP MEEP

NO, HE HAS TO STICK ME ON TOP OF SOME BUILDING WITH A PINT-SIZED RADAR UNIT!

STUPID! HOW DOES HE EVEN KNOW THAT SPIDER-MAN WILL COME THIS WAY?

WHAT? IT'S HIM! BUT HOW--?

I'LL HAVE TO WORRY ABOUT THAT LATER! IF I DON'T GO AFTER SPIDER-MAN NOW, MY "BOSS" IS LIABLE TO BLOW ME UP!

...STAND UP ON YOUR LEGS, BE LIKE TWO FRIED EGGS, ♪ KEEP YOUR SUNNY SIDE--

--ULP!

WHAT IS *THIS?* SOMEONE'S ATTACKING ME WITH MUNCHKIN-SIZED HULA-HOOPS?!?

GIVE ME A BREAK!

MAYBE I SHOULDN'T SCOFF! FROM THE WAY MY SPIDER-SENSE IS BUZZING, THESE THINGS *DO* PRESENT A DANGER!

BUT THERE'S A FAST WAY TO AVOID THEM! I'LL JUST LET GO OF MY WEB-LINE, AND LET GRAVITY DO THE REST!

THWIP

AND THEN, WITH A COUPLE OF SHARP TAPS TO THE PALM-BUTTON OF MY WEB-SHOOTER--

-- I'LL BE OFF TO FIND MY MYSTERY ASSAILANT!

JUDGING FROM THE ANGLE THAT THOSE HOOPS TOOK, I SHOULD FIND HIM--

--RIGHT ABOUT HERE!

HI! YOU MUST BE THE NEW KID ON THE BLOCK! I'M SPIDER-MAN!

I HATE TO BRING BAD NEWS, BUT WE HAVE A LOCAL ORDINANCE AGAINST VIOLATING PEOPLE'S AIR-SPACE!

I-I'VE NEVER SEEN ANYONE MOVE SO FAST IN MY LIFE! ALL THOSE STORIES I'VE HEARD ABOUT HIM ARE TRUE... AND THEN SOME!

LET ME GUESS... THEY CALL YOU THE HOOPSTER, RIGHT? WHAT'S THE MATTER, FELLA? CAT'S GOT YOUR TONGUE?

I CAN TALK, SPIDER-MAN! AND THE NAME IS... THE RINGER!

THE RINGER?

THE RINGER?! OH, NO!!

HA HA HA HA HA HA!

OH-HO-HO! PARDON ME FOR LAUGHING, PAL, BUT YOU CAN'T BE SERIOUS!

SURE... I'VE FOUGHT GUYS WHO HAD MECHANICAL ARMS, AND HUMAN LIZARDS, AND BIG DUMB LUGS WHO CAN TURN INTO SAND... BUT REALLY! RINGS?!?

HE-HE HEE!

IT'S NOT THAT FUNNY!

I KNOW YOU HAVE A REP AS BIG AS MANHATTAN, BUT I'M NO PUSH-OVER!

SO YOU SAY!

YEAH! AS A MATTER OF FACT, I DO SAY!

GOLLY, MR. RINGER, I'M SORRY THAT I UPSET YOU! I'LL JUST GO HOME AND PUT MYSELF TO BED WITHOUT ANY SUPPER!

NO! NO, DON'T GO! COME BACK...WE HAVE TO FIGHT!

THIS JERK IS REALLY ASKING FOR IT!

DON'T WORRY, RINGY-BOY--

THWAP

THWAP

-- I'M NOT GOING TOO FAR!

MY WEBBING IS EVER-SO-ELASTIC, BUT WHEN IT REACHES IT'S LIMITS... SO DO I!

SPROOING

AND SEE? HERE I AM, BACK AGAIN!

FRAP

TSK-TSK! TRYING TO GET UP ALREADY? YOU *ARE* A PERSISTENT CUSS, AREN'T YOU?

YOU SHOULD BE MORE GRATEFUL! YOU SHOULD SAY, "THANK YOU, NICE SPIDER-MAN, FOR PULLING YOUR PUNCH AND NOT TAKING MY HEAD OFF!"

YOU LOUSY... *URRPH!*

MY TEETH!

YOU BLASTED WISEACRE! IT'S NOT BAD ENOUGH THAT YOU MAKE FUN OF ME... NO, YOU HAVE TO GO AND LOOSEN EVERY CAP AND FILLING I HAVE!

I'LL BE IN THE DENTIST'S CHAIR FOR WEEKS, BECAUSE OF YOU!

WHUP! HE'S NIMBLER THAN I THOUGHT! HE CAUGHT ME IN MID-AIR, WHILE I WAS BUSY CLOWNING AROUND!

THERE, IT'S NOT SO FUNNY NOW, IS IT? MY FREEZE-RING WILL SLOW YOU DOWN LONG ENOUGH FOR A CONTRACTING RING TO *WRING* YOUR NECK! HAH-HA!

A-A-AND YOU C-COMPLAINED ABOUT *MY* SENSE OF HUMOR?

YOU JUST FORGOT ONE THING -- YOUR CORNY FREEZE-RING CAN'T HURT ME IF I BREAK OUT OF IT!

GLEEP

HE WAS RIGHT ABOUT THAT THING SLOWING ME DOWN, THOUGH. THAT PUNCH WAS PATHETIC!

I'D BETTER WARM UP FAST!

AFTER ALL, IT WOULDN'T DO FOR ME TO GET CARELESS AND ACTUALLY BE BEATEN BY THIS BUFFOON! I'D NEVER LIVE IT DOWN!

ATTABOY, RINGY! YOU KEEP THOSE RINGS A'COMING NOW!

ALLEZ-OOP!

SAY, I HAVEN'T HAD THIS MUCH FUN SINCE THE LAST TIME I WENT TO THE CIRCUS...

...AND THAT WAS A LONG TIME AGO!

BUT THEN...

HOLY SMOKES, LOOK AT THE TIME! IF I DON'T HUSTLE, I'LL BE LATE FOR MY DATE WITH DEBBIE!

I'LL JUST CUT THIS SHORT!

SORRY TO RATTLE YOUR BICUSPIDS AGAIN, RING-A-DING, BUT MY TIME IS VERY IMPORTANT!

YOW!

LOOK, FELLA-- I DIDN'T CATCH YOU COMMITTING A CRIME, AND I DON'T KNOW YOU FROM ADAM, WHICH MEANS THAT YOU'RE NOT AFTER ME TO SETTLE A SCORE--

--SO ***WHY*** ARE YOU FIGHTING ME?

I... I CAN'T TELL YOU! I'LL DIE IF I DO!

ALL RIGHT, IF YOU DON'T WANT TO TELL ME THE TRUTH, HAVE IT YOUR WAY!

BUT DON'T EXPECT ME TO STAND AROUND AND HUMOR YOU! I HAVE BETTER THINGS TO DO!

YOU CAN'T LEAVE NOW!

OH, NO? WATCH ME!

WHAT A WEIRD GUY! I GOT THE DISTINCT IMPRESSION THAT HE DIDN'T REALLY WANT TO FIGHT ME!

--BUT, AT THE SAME TIME, HE WAS ADAMANT ABOUT TAKING HIS LUMPS FROM ME! STRANGE!

IT TAKES ALL KINDS, I GUESS. I'LL WORRY ABOUT HIM LATER! RIGHT NOW, I HAVE TO CROSS TWENTY BLOCKS IN UNDER THREE MINUTES.

THREE MINUTES, TEN SECONDS, TWENTY BLOCKS, AND ONE QUICK-CHANGE LATER...

HERE I AM, DEB! HAVE YOU BEEN WAITING LONG?

OH, PETER! NO, I JUST GOT HERE! I DIDN'T EXPECT YOU SO SOON!

HEY, YOU'LL JUST HAVE TO GET USED TO THE NEW, PUNCTUAL PARKER!

LET'S EAT!

SHORTLY, OVER A MEAL OF SHRIMP TERIYAKI...

...SO YOU SEE, DEB, HALF THE TIME, I DIDN'T REALIZE THAT I **WAS** STANDING YOU UP... LUNK-HEAD THAT I AM!

IT'S MOSTLY MY FAULT, PETER. I WAS SEEING US AS MORE THAN... JUST FRIENDS.

YES, WELL... I'M AFRAID I'M A LITTLE GUN-SHY, WHEN IT COMES TO RELATION-SHIPS.

YOU? REALLY?

AND SO, SOME-TIME LATER...

I THINK I'D LIKE TO CONTINUE THIS CONVERSATION, PETER.

ME, TOO, DEBRA. BUT I HAVE THIS... AH... ERRAND I OUGHT TO HANDLE.

TELL YOU WHAT... IT SHOULDN'T TAKE TOO LONG. WHY DON'T YOU MEET ME AT MY PLACE IN A HALF-HOUR?

ARE YOU SURE THAT WILL GIVE YOU ENOUGH TIME?

MORE THAN ENOUGH!

SOON, ON A MIDTOWN ROOFTOP...

♪HUHN-HUHN♪ I GOTTA FIND HIM! ♪HUHN♪ I JUST GOTTA! I KNOW MY "BOSS" IS WATCHING ME SOMEHOW, AND IF I DON'T GET SPIDER-MAN, HE'LL BLOW ME TO KINGDOM COME!

BUT HOW DO I FIND HIM? I'VE BEEN RUNNING ACROSS THESE BLASTED ROOFTOPS FOR AN HOUR AND...

HI THERE! LOOKING FOR ME?

OH, =NOOOOO=

NO?! BOY, AM I DISAPPOINTED!

OOP! I FORGOT ABOUT YOUR TEETH! I'M SO EM-BARRASSED! MAYBE I SHOULD LEAVE!

NO... PLEASE! COME BACK!

GEE, I WISH YOU'D MAKE UP YOUR MIND, RINGO! YOU HAVE ME RUNNING IN CIRCLES!

=WULLP= MY STOMACH--!

OW! I'LL BET THAT SMARTS!

SORRY, BUT I DIDN'T WANT TO MUCK UP YOUR MOLARS! AREN'T I A SWELL GUY?

THIS IS REALLY YOUR FAULT, YOU KNOW-- YOU'RE THE ONE WHO WANTED TO FIGHT!

AND YOU'RE ONLY MAKING IT HARDER ON YOURSELF BY WEARING THAT PADDED SUIT! OTHERWISE, THIS WOULD HAVE BEEN OVER LONG AGO!

L-L-LET GO OF ME!

OKAY, BUT JUST REMEMBER--

-- YOU ASKED FOR IT!

WHUNG

WHAT?! YOU STILL WANT TO FIGHT? WELL, YOU GET POINTS FOR PERSEVERANCE BUT YOU'LL NEVER WIN "MISS CONGENIALITY"!

I'LL GET YOU YET!

I BEG TO DIFFER, CHUCKLES! YOU'RE NOTHING WITHOUT YOUR RING-MAKING GIZMOS! IN FACT, YOU'RE NOT MUCH WITH THEM-- BUT THAT'S A MOOT POINT!

KRAAK

KRUNK

HUNH?

BLAST YOU! YOU'VE AS GOOD AS KILLED ME! I'VE FAILED TO STOP YOU-- AND THAT MEANS HE'LL DESTROY ME!

"HE"? HE WHO?

I DON'T KNOW HIS NAME, BUT HE PUT THIS EXPLOSIVE RING AROUND MY MIDDLE!

IS HE SERIOUS? IF SOMEONE'S BEEN USING HIM, IT WOULD EXPLAIN A LOT! BUT I'M NOT GETTING ANY SPIDER-SENSE WARNING ABOUT THAT WAIST-RING, SO HOW COULD IT BE DANGEROUS?

ELSEWHERE, A FURTIVE FIGURE CHECKS HIS SPECIAL MONITORS...

AND WITH A NASTY CHUCKLE, HE ACTIVATES THE DETONATOR!

GEEZ.

FWUMPH

HUH? I... I DIDN'T BLOW UP!

NO, BUT YOUR BELT CERTAINLY DID! LET'S HAVE A LOOK AT THAT!

HMM...NOTHING HERE BUT THE REMAINS OF SOME FANCY MICRO-CIRCUITS. THERE WAS A SMALL EXPLOSIVE CHARGE IN IT, BUT JUST ENOUGH TO MAKE THE THING SELF-DESTRUCT.

I'D SAY THAT YOU'VE BEEN HAD, RINGER!

SOON...

IT ISN'T FAIR! IT JUST ISN'T FAIR!

WILL YOU DUMMY UP? I'VE HAD A GOOD DAY, AND I DON'T WANT IT SPOILED BY LISTENING TO A "LIFE ISN'T FAIR" RAP!

BESIDES, I JUST ATE!

AND, AT A MIDTOWN PRECINCT HOUSE...

HONEST, SERGEANT, I'M INNOCENT! I WAS JUST STANDIN' THERE!

YEAH, YEAH! I'VE HEARD IT ALL BEFORE!

TAP TAP

EH? NOW WHO IN BLAZES IS RAPPIN' AT THE WINDOW?

?!?!

LOCK ME UP! I'LL CONFESS TO EVERY-THING!

I'M IN VIOLATION OF MY PAROLE!

I'M GUILTY OF ATTEMPTED ASSAULT! AND THERE'S MORE! JUST LOCK ME UP...PLEASE!

A-AND COULD YOU CALL A DENTIST? A GOOD ONE?

AH, THE PERFECT END TO A PERFECT DAY!

WHAT AM I THINKING? DAY IS DONE, BUT THE NIGHT IS JUST BEGINNING!

THE SWEETEST YOUNG LADY IN THE YEW-NITED STATES WILL BE KNOCKING ON MY DOOR IN MINUTES! METHINKS I SHOULD HURRY HOME!

AND, SURE ENOUGH, JUST MINUTES LATER...

HELLO, PETER. I TAKE IT THAT YOUR ERRAND WAS SUCCESS-FUL!

IT WENT OFF WITHOUT A HITCH, DEB.

SAY, DO YOU LIKE POPCORN?

I LOVE POP-CORN!

THEN, COME ON IN--

--AND WHILE I'M PUTTING THE PAN ON THE STOVE, YOU CAN TELL ME THE STORY OF YOUR LIFE!

AND, AS PETER'S DAY DRAWS TO A CLOSE--

--ELSEWHERE, THE END OF HIS HAPPINESS IS BEING CAREFULLY PLOTTED!

EVERYTHING IS PROCEEDING PERFECTLY.

KLACK

I'M GLAD I WENT TO THE TINKERER'S LAB THIS MORNING TO GET MY OWN NEW BODY ARMOR! FINDING THE RINGER WAS A STROKE OF LUCK!

KLAK

KLAK

HE MADE THE PERFECT STOOGE!

WHILE HE WAS FIGHTING SPIDER-MAN, THE CIRCUITS IN HIS BELT-RING WERE BEAMING DATA TO MY COMPU-TERS.

WITH THE INFORMATION I'VE GATHERED, I'LL KNOW EXACTLY HOW TO BATTLE SPIDER-MAN--

KLIK

--AND *BEAT HIM!* THEN, AT LAST, I'LL HAVE MY REVENGE ON THAT BLASTED WALL-CRAWLING IDIOT! AND ONCE SPIDER-MAN HAS BEEN DEFEATED, THE WORLD WILL KNOW--

--THAT THERE'S NO STOPPING THE BEETLE!

NEXT

THE BEETLE ATTACKS, AND THE STARTLING RETURN OF...

THE MYSTERIOUS MR. BLANK!

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APPROVED BY THE COMICS CODE AUTHORITY

WE WANT PETER PARKER, THE SPECTACULAR SPIDER-MAN!

WACEK

5

OKAY, HARVEY-- ROLL IT!

STAN LEE PRESENTS: A ROGER STERN JIM MOONEY PRODUCTION

PRINCIPLE PHOTOGRAPHY .....J. STRZLTSKI

MORRIE... WHAT THE *DEVIL* IS THIS?!

TITLES ....SIMEK TITLES LTD.
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EXECUTIVE DIRECTOR JAMES SHOOTER

PAY NO ATTENTION, FELIX! THOSE ARE JUST THE CREDITS TO THE OLD DOCUMENTARY FOOTAGE WE BOUGHT!

WE'LL DUMP MOST OF THEM WHEN WE USE IT!

HAVE YOU LOST YOUR MIND?! I DON'T WANT THIS STUFF... I WANT THE REAL THING!

"I WANT SPIDER-MAN!"

BRING UP THE LIGHTS, HARVEY!

FELIX, WHAT ARE YOU TALKING ABOUT? I CAN'T PRODUCE SPIDER-MAN IN THE FLESH!

THAT'S NOT WHAT I MEAN, AND YOU KNOW IT, MORRIE!

OUR PROGRAM "*ON THE TRAIL*" HAS BECOME ONE OF THE TOP SYNDICATED SHOWS IN TELEVISION... AND WE DIDN'T GET WHERE WE WERE BY USING OLD DOCUMENTARY FOOTAGE!

WHEN WE DID "ON THE TRAIL OF THE LOCH TREVOR MONSTER," WE SENT A FILM CREW TO SCOTLAND!

YEAH... AT YOUR INSISTANCE! FELIX... BABY... WE BLEW NEARLY HALF THE SEASON'S BUDGET ON THAT ONE SHOW!

DON'T TALK TO ME ABOUT BUDGETS, MORRIE-- THAT'S THE PRODUCER'S WORRY! AS THE SERIES DIRECTOR, QUALITY SHOULD BE YOUR MAIN CONCERN!

THAT... AND KEEPING YOUR STAR HAPPY!

STAR?! FELIX, YOU'RE THE *NARRATOR!*

BE THAT AS IT MAY, MORRIE, MY CONTACT GRANTS ME CONSIDERABLE CREATIVE CONTROL OVER "ON THE TRAIL"-- CONTROL WHICH I INTEND TO EXERCISE!

EITHER YOU GIVE ME ***NEW*** ACTION FOOTAGE OF SPIDER-MAN FOR THIS SHOW, OR I WALK!

OKAY! ***OKAY!*** I'LL PUT TOGETHER A FILM CREW IMMEDIATELY!

THAT'S WHAT I WANT TO HEAR! I DON'T HAVE TO DO THIS FOR A LIVING, YOU KNOW!

DELAZNY STUDIOS IS TALKING ABOUT REVIVING MY OLD SERIES, "***THE STAR LORDS***" AS A MOTION PICTURE!

EXIT

OH, BROTHER!

JACK! GET OVER TO THE SCREENING ROOM RIGHT AWAY! I'VE GOT A JOB FOR YOU!

MINUTES LATER...

HIYA, MR. TOSHIBA... GOT HERE AS SOON AS WE COULD! THIS IS MARTY BLANK, MY GRIP-- HE'S A GOOD MAN IN A PINCH!

EPIC

IN THAT CASE I'M GLAD YOU BROUGHT HIM ALONG, BECAUSE I'M PRETTY PINCHED RIGHT NOW!

FELIX SIMON WANTS NEW FOOTAGE OF SPIDER-MAN IN ACTION... AND HE WANTS IT FOR A SHOW THAT I HAVE TO DELIVER IN LESS THAN A MONTH!

SPIDER-MAN?

HEH-HEH! YOU'RE A GREAT KIDDER, MR. T.

UH...YOU *ARE* KIDDING, RIGHT?

EPIC

I'M AFRAID NOT, JACK!

SPIDER-MAN!

I KNOW THIS IS SHORT NOTICE, BUT SIMON HAS ME OVER A BARREL!

TELL YOU WHAT, IF YOU CAN GET ME FOOTAGE IN LESS THAN A WEEK, I'LL PAY YOU BOTH DOUBLE RATES!

IT'S BEEN SO LONG I'D ALMOST FORGOTTEN!

LESS THAN A WEEK? NO WAY, MR T!

I MEAN, HOW ARE WE EVEN SUPPOSED TO *FIND* SPIDER-MAN? IT'S JUST NOT WORTH THE HASSLE INVOLVED!

NO-- NO, JACK! WE CAN DO IT!

WE CAN GET GOOD SPIDER-MAN FOOTAGE --I GUARANTEE IT!

WHA--?

EPIC

MARTY, WHAT ARE YOU TALKING ABOUT?

I USED TO HANG OUT IN NEW YORK! I KNOW WHERE TO FIND SPIDER-MAN! I CAN GET YOU ALL THE FOOTAGE YOU WANT!

OKAY, MARTY, COOL IT!

I...UH...GUESS WE'LL TAKE THE ASSIGNMENT, MR. TOSHIBA!

SHORTLY...

I'M SORRY I SPOKE OUT OF TURN, JACK! BUT, GEE, WHY ARE YOU SO UPSET?

WARK UDIOS

'CAUSE I HATE NEW YORK! MY EX-WIFE LIVES THERE AND... OH, SKIP IT! JUST GO HOME AND PACK! OKAY?

SOON, IN MARTY'S TINY, ONE ROOM APARTMENT...

I WISH JACK HADN'T GOTTEN SO UPSET. I'D BETTER NOT TELL HIM THAT I WAS LYING ABOUT KNOWING WHERE TO FIND SPIDER-MAN!

I ONLY HAVE SOME GENERAL IDEAS ON HOW TO FIND HIM! AT BEST, I'M STICKING MY NECK OUT-- BUT I COULDN'T PASS UP AN OPPORTUNITY LIKE THIS!

BESIDES, WHAT DO I HAVE TO LOSE? I'M NOT EXACTLY LIVING IN LUXURY!

EPIC

IF I CAN PULL THIS OFF--GET THOSE DOUBLE RATES--MAYBE I CAN START TO AFFORD A LITTLE LUXURY!

BUT THAT'S NOT THE IMPORTANT THING ABOUT THIS TRIP! THE ONLY THING THAT REALLY MATTERS IS SETTLING AN OLD SCORE...WITH SPIDER-MAN!

SPIDER-MAN! THAT BLASTED WALL-CRAWLER! HE'S EVERYTHING I'VE EVER WANTED TO BE!

PEOPLE SPEAK HIS NAME IN WHISPERS! THEY'RE AFRAID OF HIM, SURE! BUT I'D RATHER BE FEARED THAN... LAUGHED AT!

I NEVER WANT TO BE LAUGHED AT AGAIN!

KER RAK

I COULD BE AS FEARED AS SPIDER-MAN-- I KNOW I COULD! I JUST NEVER GOT THE CHANCE TO PROVE MYSELF!

I'M PRACTICALLY AS FAST AND AGILE AS HE IS! I MAY NOT HAVE THE PROPORTIONATE STRENGTH OF A SPIDER--

--BUT I'M NO PUSH-OVER!

AH! THERE'S THE PACKAGE I'M LOOKING FOR!

YEAH, MY OLD SUIT IS AS GOOD AS NEW! THAT'S FINE! I'LL BE NEEDING IT, IF I CAN FIND SPIDER-MAN!

NO, I MUSTN'T THINK THAT WAY! GOTTA THINK POSITIVE! I *WILL* FIND SPIDER-MAN... I *MUST!*

I MAY NEVER GET ANOTHER CHANCE LIKE THIS! I WANT SPIDER-MAN! I WANT HIM BAD!

AT THAT MOMENT, SOME THREE THOUSAND MILES TO THE NORTH AND EAST, THE SUBJECT OF MARTIN BLANK'S OBSESSION IS BOUNDING OVER THE MANHATTAN SKYLINE IN A SERIES OF BLOCK-DEVOURING LEAPS!

WHY? WHY MUST I ALWAYS JUMP TO CONCLUSIONS? AFTER THAT DATE WITH DEBRA WHITMAN THE OTHER NIGHT, * I WAS REALLY CONVINCED THAT SHE WAS ATTRACTED TO ME!

BUT WHEN I WENT OUT TO THAT COUNTRY-WESTERN HANG-OUT IN BROOKLYN TO CATCH LONESOME PINKY'S ACT,,, THERE WAS DEB WITH THAT BIFF RIFKIN JERK! **

SAVE WATER

*LAST ISSUE AND **AMAZING SPIDER MAN #221.-- TOM.

I NEVER THOUGHT OF MYSELF AS GOD'S GIFT TO WOMEN,,, BUT IF DEB PREFERS THE "BIFFER" TO ME, I MUST *REALLY* BE IN TROUBLE!

WHAT DOES SHE SEE IN HIM? I GUESS I'LL NEVER UNDERSTAND WOMEN!

THWIP

CAUGHT UP IN HIS OWN THOUGHTS, SPIDER-MAN FIRES HIS AMAZING WEB AT A NEARBY BUILDING--

--WHILE, JUST A FEW BLOCKS AWAY, TWO YOUNG WOULD-BE DRAG RACERS WAIT IMPATIENTLY FOR THE LIGHT TO CHANGE. THERE'S JUST ONE THING ON THEIR MINDS...

... BEATING OUT THE OTHER GUY!

SCREEE

THEY'RE QUITE UNAWARE OF THE OLD MAN WHO DECIDES TO CROSS THE AVENUE AT MID-BLOCK. AND WHEN THEY **DO** SEE HIM, IT IS TOO LATE TO STOP!

BEERY

BUT THEN...

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JUST TAKE IT EASY, SIR! YOU SHOULD COME OUT OF THIS WITHOUT EVEN GETTING A WRINKLE IN YOUR TIE!

SPIDER-MAN'S E-Z PICK-UP AND DELIVERY... AT YOUR SERVICE!

I... I COULD HAVE BEEN KILLED!

YES, THAT **WAS** A DISTINCT POSSIBILITY! I THINK THERE ARE A COUPLE OF HOT RODDERS WHO ARE DUE FOR A LESSON IN TRAFFIC SAFETY!

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BUT... FIRST THINGS FIRST!

YOUR CANE, SIR!

THWIP

:ULP: T-THANK YOU!

DON'T MENTION IT!

BUT REMEMBER-- CROSS AT THE GREEN AND NOT IN BETWEEN!

THWIP

TA-TAH!

SECONDS LATER, THE TWO SPEEDING DRIVERS SUDDENLY FIND THEIR WAY BLOCKED BY A COLORFUL FIGURE...

HEY! GET OUTTA THE STREET!

HONK HONK

OH, I'M SORRY! DID I GET IN YOUR WAY? HERE, LET ME MAKE IT UP TO YOU...

...LET ME WASH YOUR WINDSHIELDS!

OOPS! SILLY ME! THAT'S NOT WATER, IS IT?!

WHA--?

I CAN'T SEE!

THE TWO DRIVERS SLAM ON THE BRAKES. AND THEN, BEFORE EITHER OF THEM CAN UNFASTEN THEIR SEATBELTS...

OH, MY!

HEY, CHARLIE! GET A LOAD'A WHAT SPIDER-MAN DID TO THESE JERKS!

NOW, DON'T YOU BOYS WORRY! THAT BAD OL' WEB-BING WILL DISSOLVE IN AN HOUR OR TWO! BUT, I SUGGEST THAT YOU CALL A COUPLE OF TOW TRUCKS BEFORE THAT HAPPENS!

BYE!

SO EXITS PETER PARKER, THE SPECTACULAR SPIDER-MAN... GUARDIAN OF THE MEEK, PROTECTOR OF THE PEDESTRIAN, AND SCOURGE OF THE RECKLESS DRIVER!

IF THIS KEEPS UP, MAYBE THEY'LL EVEN MAKE ME AN HONORARY METER MAID!

THWIP

THAT'S IT, PARKER-- KEEP YUCKING IT UP! MAYBE THAT WAY YOU'LL FORGET HOW MESSED UP YOUR PRIVATE LIFE IS!

AT LEAST THE SPIDER-SIDE OF MY LIFE SEEMS TO BE ON THE UPSWING!

I WONDER HOW LONG THAT'LL LAST?

THE ANSWER TO SPIDER-MAN'S RHETORICAL QUESTION MAY BE "NOT LONG AT ALL!" FOR, THE NEXT DAY, IN A SECRET MANHATTAN LABORATORY...

THERE! I'VE FINALLY PROGRAMMED MY COMPUTER SYSTEMS WITH ALL THE DATA I GATHERED FROM SPIDER-MAN'S BATTLE WITH THE RINGER! * THE RINGER--*HAH!*

FORCING THAT FOOL TO FIGHT SPIDER-MAN WAS A MASTER STROKE! I KNEW HE WAS DOOMED TO FAILURE... BUT THAT DIDN'T MATTER!

THE DATA-GATHERING CIRCUITS I HAD HIDDEN ON THE RINGER'S UNIFORM SENT ME ALL THE INFORMATION I NEEDED!

* LAST ISSUE.--T.

WHILE I'M WAITING FOR THE COMPUTER TO ANALYZE THE DATA, I MIGHT AS WELL PUT MY NEW BATTLE-SUIT THROUGH A FEW FINAL TESTS!

I SHOULD HAVE REDESIGNED IT YEARS AGO! I HAD THE KNOW-HOW... I JUST NEVER TOOK THE TIME! THAT WAS A MAJOR MISTAKE!

BY THE TIME JUSTIN HAMMER RECRUITED ME FOR HIS PRIVATE ARMY, I HAD BECOME LITTLE MORE THAN A JOKE! WHEN HAMMER HAD US FIGHT IRON MAN, I WAS DEFEATED AS EASILY AS THE REST!*

*IRON MAN #127.--TOM.

IN A WAY, THAT DEFEAT WAS GOOD FOR ME-- IT SHOWED ME HOW WEAK I'D BECOME! AFTER I BROKE OUT OF A EUROPEAN PRISON, I WAS MORE DETERMINED THEN EVER TO MAKE A COMEBACK!

I HAD TO CALL DUE A LOT OF OLD DEBTS TO FINANCE MY "REBIRTH", BUT IT'S GOING TO BE WORTH IT! BEFORE THE DAY IS OUT--

--THE BEETLE WILL FLY AGAIN!

MY NEW *ELECTRO-BITE* WORKS PERFECTLY! I COULD PROBABLY BLOW A HOLE CLEAN THROUGH THAT WALL, IF I WANTED TO DIVERT ENOUGH ENERGY FROM MY POWER SYSTEMS!

BEE-YOW

MY IMPROVED *SUCTION GRIPPERS* WORK EVEN BETTER THAN THE OLD ONES! THEY'RE SMALLER AND LIGHTER-- ALLOWING ME GREATER DEXTERITY!

AND THE POWER BOOSTERS IN MY BATTLE-SUIT GIVE ME EVEN GREATER STRENGTH THAN BEFORE!

BUT NOW FOR THE MOST IMPORTANT TEST... MY NEW WINGS!

AFTER IRON MAN DESTROYED MY OLD CUMBERSOME WINGS,* I REALIZED JUST HOW ANTIQUATED THEY'D BECOME!

*IRON MAN #127.--T.

WITH MY NEW DOUBLE-WINGS-- PROTECTED BY ARMORED WING-SHEATHS--I'M EVEN MORE LIKE A HUMAN BEETLE!

FANTASTIC! THE MICROMOTORS WHICH POWER MY NEW WINGS GIVE ME THE SPEED OF A SMALL PLANE!

AND WITH THE NEW MAGNANIUM BODY ARMOR I'M WEARING, I CAN LITERALLY BECOME A HUMAN PROJECTILE!

KLA-BOOM

EVERYTHING HAS MET OR EXCEDED MY EXPECTATIONS -- RIGHT DOWN TO THE MICROCIRCUITS WHICH AUTOMATICALLY RETRACT MY WINGS AS I LAND!

PING PING PING

AH, I FINISHED JUST IN TIME! THERE'S THE SIGNAL! MY DATA HAS BEEN FULLY ANALYZED...

THIS THIN MAGNETIC MEMORY WAFER IS PROGRAMMED WITH A DETAILED ANALYSIS OF SPIDER-MAN'S FIGHTING PROWESS!

EVERY MANEUVER HE MAKES IN COMBAT HAS BEEN BROKEN DOWN INTO A SERIES OF ANALYTIC CODES...

BY PLUGGING THE WAFER INTO MY SUIT'S MINI-COMPUTER, I'LL BE ABLE TO ANTICIPATE AND COUNTER EVERY MOVE SPIDER-MAN MAKES!

OF ALL THE MEN WHO HAVE EVER OPPOSED ME, SPIDER-MAN HAS ALWAYS BEEN THE MOST MYSTERIOUS... THE MOST UNPREDICTABLE!

ONCE I DEFEAT HIM, I'LL HAVE THE RESPECT WHICH IS RIGHTFULLY MINE!

I WANT SPIDER-MAN! ALIVE OR DEAD... HE'S MINE!

ALL I HAVE TO DO IS FIND HIM -- WHICH SHOULDN'T BE TOO HARD! MY RESEARCH HAS SHOWN THAT HE IS MOST OFTEN SEEN IN THE MIDTOWN AREA JUST SOUTH OF 42nd STREET!

WITH THE MINI-RADAR UNITS I'VE SCATTERED AROUND THERE --

"--IT'S JUST A MATTER OF TIME BEFORE I FIND HIM!"

WUP WUP WUP WUP

SEE ANY-THING YET, MARTY?

NOTHING SO FAR, JACK. BUT SPIDER-MAN WILL TURN UP SOONER OR LATER.

HE *HAS* TO!

MEEP MEEP MEEP

I WISH I COULD BE AS CONFIDENT AS YOU! THIS IS THE MOST HAIRBRAINED ASSIGNMENT I WAS EVER ON!

I DON'T KNOW WHY I LET YOU TALK ME INTO IT, YA CRAZY GORILLA!

JACK,,, HOW LONG HAVE WE KNOWN EACH OTHER?

A COUPLE OF MONTHS, I GUESS!

THEN DO ME A FAVOR AND PUT THAT CAMERA DOWN A MINUTE.

HUH? SURE,,, BUT WHY?

BECAUSE IT'S VERY EXPENSIVE AND I DON'T WANT YOU TO DROP IT.

NOW,,, *DON'T EVER CALL ME A CRAZY GORILLA AGAIN! UNDER-STAND?*

Y-YEAH.

GOOD! ARNIE, KEEP CIRCLING THE AREA! WE'RE GOING TO FIND SPIDER-MAN!

WHATEVER YOU SAY, MAN!

AT THAT MOMENT, IN A CORRIDOR OF EMPIRE STATE UNIVERSITY'S SCIENCE ANNEX, A CERTAIN YOUNG GRAD STUDENT IS FEELING ANYTHING BUT WANTED,,,

C'MON, PETE-- WHY SO LOW? YOU CAN TELL OL' UNCLE PHIL!

LADY PROBLEMS, RIGHT?

LACK OF LADY PROBLEMS IS MORE LIKE IT, PHIL! IT'S MY OWN FAULT, I SUPPOSE. I HAVEN'T SERIOUSLY DATED ANYONE SINCE I BROKE UP WITH MARY JANE WATSON.

WE'D GOTTEN PRETTY TIGHT FOR A WHILE. I EVEN PROPOSED,,, BUT SHE TURNED ME DOWN!

SHE DID YOU A FAVOR, PETE! YOU'RE TOO YOUNG TO TIE YOUR-SELF DOWN!

COME WITH ME, AND I'LL GIVE YOU A FEW POINTERS.

BUT, AS PETER FOLLOWS PHIL CHANG OUT THROUGH A SIDE EXIT...

WHOA! I DON'T KNOW WHO THOSE BIG GUYS ARE, BUT THE FELLOW THEY'VE CORNERED IS GREG SALINGER-- A FRESHMAN IN MY CHEMISTRY CLASS!

FEEL THAT SUNSHINE, PARKER! DOESN'T IT JUST MAKE YOU WANT TO HIT THE STREET AND CRUISE FOR CUTIES?

UH... YEAH!

SURE.

MAYBE SOME OTHER TIME!

I JUST REMEMBERED SOMETHING! SEE YA!

WHAT? BUT, PETE--!

WHAT'S HIS PROBLEM? IS HE AFRAID OF WOMEN?

DASHING BACK INTO THE BUILDING, PETER TAKES A QUICK TURN INTO A LITTLE USED STAIRWELL...

I HATED TO RUN OUT ON PHIL LIKE THAT, BUT IT COULDN'T BE HELPED!

SOMETIMES IT SEEMS LIKE I'M ALWAYS RUNNING OUT ON FRIENDS TO BECOME SPIDER-MAN! MAYBE I'M SUBCONSCIOUSLY AFRAID OF FRIENDSHIP, AND I USE OL' SPIDEY AS AN ESCAPE!

WOW, I MISSED MY CALLING-- I SHOULD'VE BEEN A PSYCHOLO-GIST!

AH, WELL-- I'LL WORRY ABOUT THE STATE OF MY MIND LATER!

LET'S SEE... MY WEB-SHOOTERS ARE ALL LOADED AND READY...

...AND THE MASK IS IN PLACE! NOW I CAN FIND OUT WHY THOSE BIG DUDES ARE HASSLING SALINGER!

GREG'S A NICE GUY... I'D HATE TO THINK THAT HE'S GOTTEN MIXED UP IN SOMETHING SHADY!

BOUNDING UP THE STAIRCASE, SPIDER-MAN EXITS INTO AN UPPER-FLOOR HALLWAY, WHERE...

EEEKK! IT'S SPIDER-MAN!

HEH-HEH! HI, FOLKS! DON'T MIND ME-- I'M JUST PASSING THROUGH!

WELL, THAT WAS A BONEHEADED MOVE! I'D BETTER GET OUT OF HERE BEFORE SOMEONE GETS A GOOD LOOK AT MY SHOULDER BAG AND NOTICES ITS SIMILARITY TO PETER PARKER'S!

SECONDS LATER, AFTER WEBBING HIS BAG SECURELY OUT OF SIGHT...

HMM... THERE THEY GO! AND GREG DOESN'T SEEM ANY WORSE FOR THE WEAR... PHYSICALLY, AT LEAST!

I'LL JUST SCOOT ON AHEAD OF HIS GRAND INQUISITORS AND SEE IF I CAN FIND OUT WHAT THEY'RE UP TO!

AFTER ALL, IT COULD BE STICKY IF I DROPPED IN ON GREG AND HAD TO EXPLAIN WHY SPIDER-MAN WAS SUDDENLY INTERESTED IN HIS WELFARE!

BUT, AS THE AMAZING MASKED ADVENTURER SCURRIES ROUND THE CORNER OF THE BUILDING, GREG SALINGER FIGHTS BACK AN ALMOST OVER-WHELMING WAVE OF RAGE!

WHY DO THEY HAVE TO BOTHER ME NOW? WHY CAN'T THEY LET ME LIVE MY LIFE IN PEACE?

THEY'LL NEVER FIND WHAT THEY'RE LOOKING FOR... IT'S RIGHT BEFORE THEIR EYES, BUT THEY COULDN'T SEE IT!

THEY'RE FOOLS... JUST LIKE ALL THE REST! BLIND, INSENSITIVE FOOLS!

SHORTLY, SOME BLOCKS AWAY...

DO YOU THINK HE WAS TELLING THE TRUTH?

I'M NOT SURE. HE SEEMED INFURIATINGLY SECURE... BUT DID YOU SEE HIM TENSE UP TOWARDS THE END?

HE'S HIDING SOMETHING.

HEY, EVERYBODY HIDES SOMETHING!

ME, I HIDE MY FACE!

BUT THEN, I ALWAYS WAS THE BASHFUL TYPE!

WHAT THE DEVIL?!

NO, NOT THE DEVIL... JUST YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

AND IF YOU WANT ME TO STAY FRIENDLY, YOU'LL TELL ME WHY YOU WERE HASSLING THAT COLLEGE STUDENT BACK THERE!

WHY YOU--!

STAY COOL, SAM! I'LL HANDLE THIS!

IF YOU'RE REFERRING TO GREG SALINGER, WE WERE *QUESTIONING* HIM--

-- AS PART OF AN ON-GOING INVESTIGATION!

F.B.I. U.S.A.

OOPS! FEDERAL MEN... MY ERROR!

ONE OF SALINGER'S OLD BUDDIES IS A SUSPECT IN A CRIMINAL CASE. IF YOU KNOW ANYTHING--!

SORRY, FELLAS, I CAN'T HELP YOU!

I... UH... SAW YOU TWO LOOMING OVER A SMALLER GUY AND JUMPED TO THE WRONG CONCLUSIONS!

JUST PRETEND I WASN'T HERE, OKAY?

GOOD GRIEF! H-HE CLEARED TWENTY FEET WITH THAT JUMP! AND HE WASN'T EVEN TRYING!

SHORTLY...

I REALLY PUT MY FOOT IN IT THAT TIME! BUT THOSE FEDERAL BOYS LOOKED MORE LIKE MAFIOSO THAN LAWMEN!

SO MUCH FOR CULTIVATING AN AFTER-NOON OF INTRIGUE! I WONDER WHAT'S SHAKING UPTOWN?

THWIP

HOTEL PIXIE

AND ELSEWHERE...

AT LAST! MY RADAR NET IS PICKING UP A MAN-SIZED OBJECT MOVING ERRATICALLY OVER THE ROOF-TOPS AT GREAT SPEED! IT COULD ONLY BE SPIDER-MAN!

BUT NOT EVERYONE WHO SEARCHES FOR SPIDER-MAN CAN DEPEND ON MODERN TECHNOLOGY. SOME MUST TRUST IN LUCK...

MARTY, I'M TELLIN' YA--AS YOUR FRIEND--THIS ISN'T GONNA WORK!

ARNIE'S BEEN FLYIN' US AROUND ALL AFTERNOON! FACE FACTS, WE'RE JUST GONNA HAVE TO FIGURE OUT ANOTHER WAY TO FIND SPIDER-MAN!

OH, YEAH? WELL--

-- WHAT DO YOU CALL *THAT?*

HOLY NED! IT'S *HIM!* LOOKIT HIM GO!

TURN THIS EGG-BEATER AROUND, ARNIE! WE DON'T WANNA LOSE HIM NOW!

BUT AS THE CHOPPER PILOT OBEDIENTLY TURNS HIS CRAFT, NEITHER HE NOR THE CAMERAMAN NOTICE AS MARTIN BLANK FURTIVELY TEARS INTO A BATTERED OLD CARDBOARD BOX!

WHILE, BELOW...

THE SKIES ARE GETTING CROWDED TODAY. I WONDER WHY THAT 'COPTER JOCKEY IS FLYING SO LOW?

AND, AS THE HELICOPTER CLOSES IN ON THE WEB-SLINGER, YET ANOTHER FIGURE STREAKS INTO THE VICINITY...

ACCORDING TO THE RANDOM COURSE CALCULATED BY MY INSTRUMENTS, I SHOULD FIND SPIDER-MAN--

--RIGHT AROUND THE CORNER OF THIS BUILDING! EH?

WHAT'S THAT 'COPTER UP TO?!

I'M GETTING SOME GREAT FOOTAGE, MARTY! I JUST WISH SPIDER-MAN WOULD GIVE US A LITTLE MORE ACTION!

DON'T WORRY, JACK. I'LL GET YOU ACTION!

OH? AND HOW ARE *YOU* GONNA DO...

...THAT?

UH, MARTY... OL' MAN... UH... WHAT'S WITH THE... THE...

GORILLA SUIT? IS THAT WHAT YOU WERE ABOUT TO SAY, JACK?

N-N-NO, MARTY! N-NEVER FOR AN INSTANT! I WAS GONNA SAY "WOOKIE SUIT"!

YOU KNOW... LIKE IN... STAR WARS?

YOU'RE A BAD LIAR, JACK!

MARTY, LISTEN... PLEASE! I'M SORRY I INSULTED YOU BEFORE!

I'M YOUR BUDDY, YA KNOW? AND I'LL ADMIT I WAS WRONG! YOUR PLAN WORKED PERFECTLY!

NOW... WHAT'S WITH THE SUIT? HUH?

IT'S LIKE YOU SAID, JACK-- MY PLAN WORKED PERFECTLY! I DIDN'T VOLUNTEER FOR THIS ASSIGNMENT JUST FOR THE MONEY!

I WAS ALMOST SOMEBODY ONCE, JACK! ME! UGLY OLD MARTIN BLANK! I *FOUGHT* SPIDER-MAN BEFORE-- AND I ALMOST WON!

SO, IF YOU WANT ACTION, YOU'D BETTER KEEP THAT CAMERA ROLLING--

--BECAUSE THE GIBBON LIVES AGAIN!

BUT...

UH-OH! MY SPIDER-SENSE IS STARTING TO BUZZ!

SOMETHING DANGEROUS IS COMING IN FAST... FROM ABOVE!

SO, I'LL JUST GET OUT OF THE WAY!

WHAM

I'M GLAD TO SEE YOU HAVEN'T SLOWED DOWN ANY, SPIDER-MAN! I DON'T WANT THIS TO END TOO SOON!

WHO--?

WELL, WOBBLE MY WEBS AND CALL MY SHAKEY-- IT'S MARTIN BLANK!

THE LAST TIME I SAW YOU, YOU WERE IN A HOSPITAL BED! * WHAT'VE YOU BEEN UP TO-- BESIDES RECUPERATING?

BIDING MY TIME-- AND WAITING!

*AMAZING SPIDER-MAN #112.-- T.

WAITING FOR THE CHANCE TO TEACH YOU A LESSON!

OH, YEAH? YOU AND WHAT SCHOOL SYSTEM?

SORRY, MARTY! YOU'LL HAVE TO BE SNEAKIER THAN THAT IF YOU WANT TO CATCH ME!

HEY?

YOU DON'T THINK I'M FAST ENOUGH, DO YOU?

WELL, LET'S SAY THAT I HAVE MY DOUBTS!

GIVE ME A BREAK, MARTY! I DON'T WANT TO FIGHT YOU! COULDN'T WE SETTLE OUR DIFFERENCES IN A MORE CIVILIZED MANNER? HEY, HOWZABOUT A QUICK GAME OF **OLD MAID**?

YOU HAVEN'T CHANGED AT ALL! YOU'RE STILL THE SAME SMART-MOUTH... STILL LAUGHING AT ME!

HEY, I'M AN EQUAL OPPORTUNITY SMART-MOUTH-- I'LL KID ANYBODY! ESPECIALLY FOLKS LIKE YOU WHO THINK IT'S FUN TO BE A COSTUMED CUT-UP!

WHAT DO YOU THINK YOU'RE GOING TO DO WITH THAT?

I'M GOING TO HIT YOU WHERE IT'LL DO THE MOST GOOD!

THWAK

WELL, IF YOU'RE GOING TO BE *THAT* WAY--!

GET THIS THROUGH YOUR HEAD, BLANK-- I'M NOT MAKING FUN OF YOU! I DON'T EVEN HOLD A GRUDGE FOR THAT POUNDING YOU TRIED TO GIVE ME LAST TIME!*

BUT, MARTY, WHY ARE YOU PICKING A FIGHT NOW?

*A S-M #111--T.

TO PROVE THAT I'M AS GOOD AS YOU ARE! AND I *WILL*--

--AS SOON AS I GET THIS GUNK OFF MY EYES!

THAT REMAINS TO BE SEEN, MY FRIEND! I DOUBT THAT YOU CAN MATCH SPIDER-MAN'S AMAZING POWER... BUT PERHAPS YOU CAN WEAR HIM OUT A BIT!

YOO-HOO, GIBBON! HERE I AM! IT'S A GOOD THING THAT YOUR FURRY LITTLE HAT ISN'T AS TOUGH AS THE WEBBING THAT WAS STUCK TO IT! OTHERWISE, YOU'D NEVER HAVE RIPPED YOUR BLINDERS LOOSE SO SOON!

JUMPING UP THERE WON'T STOP ME FROM TRASHING YOU!

IS THAT SO?! WELL, PERSONALLY, I THINK YOU'RE ALL WET!

AS A MATTER OF FACT, I CAN GUARANTEE IT!

WHU--!

SPLOOSH

KOFF KOFF

ARE YOU READY TO LISTEN TO REASON, MARTY?

YOU... YOU BLASTED--! DID YOU THINK YOU COULD STOP ME THAT EASILY?

WELL, I HAD HOPES!

WISE UP, GIBBON!

THIS ISN'T SOME OLD B-MOVIE WESTERN! YOU DON'T GET TO BE TOP GUN BY BEATING ME!

SMEK

ALL YOU'RE PROVING BY PICKING A FIGHT IS THAT YOU CAN TAKE A FEW PUNCHES AND DISH A FEW OUT! IT DOESN'T MEAN THAT YOU'RE A BETTER MAN!

THAK

YOU'RE NOT GOING TO LISTEN, ARE YOU?

ALL RIGHT... IF THIS IS THE WAY IT HAS TO BE--!

SMAK

WHOA! HE WENT DOWN LIKE A HOUSE OF CARDS IN A STRONG WIND! I HOPE I PULLED MY PUNCH ENOUGH-- I DIDN'T WANT TO HURT THE GUY!

NO, HE'S JUST OUT COLD! THAT'S A RELIEF!

HE'S NOT REALLY A BAD SORT. HE'S JUST MIXED UP... AND I KNOW WHAT THAT'S LIKE!

MAYBE IF I WEB HIM UP SO HE CAN'T MOVE, HE'LL LISTEN TO REASON WHEN HE WAKES UP!

HEY! MY SPIDER-SENSE IS STILL TINGLING! BUT GIBBON IS NO LONGER A THREAT... AND WHAT ELSE COULD BE DANGEROUS UP HERE?

NOW'S MY CHANCE TO STRIKE--

--WHILE HE'S ATTENDING TO THAT GIBBON CHARACTER! I COULDN'T ASK FOR A BETTER OPPORTUNITY!

DOUBLING BACK IN A SUDDEN FLYING LOOP, THE BEETLE SLAMS INTO THE BRICK WALL WITH ALL THE POWER AT HIS COMMAND!

KER-RACK

OH, MAN! SOMETHING JUST HIT THAT WALL LIKE A RUNAWAY FREIGHT TRAIN!

I HAVE TO GET THE GIBBON OUT OF HERE!

NO GOOD! I LOST TOO MUCH TIME SCOOPING HIM UP! WE'VE HAD IT, UNLESS...

IN ONE MIGHTY, SELFLESS MOVE, SPIDER-MAN FLINGS HIS BURDEN AWAY FROM THE FALLING WALL, BEFORE DIVING FOR SAFETY HIMSELF!

WHOOM

THE GIBBON LANDS UNHARMED.

SPIDER-MAN DOES NOT!

OH, MY ACHIN' BACK! THIS MUST BE WHAT IT'S LIKE TO HAVE A HOUSE FALL ON YOU! I COULDN'T FEEL ANY WORSE!

EEESH! MY WHOLE BODY HURTS! I JUST WANT TO LIE DOWN SOMEWHERE AND DIE!

THAT CAN BE ARRANGED!

HUH?!

DON'T BE FOOLED BY MY NEW APPEARANCE, SPIDER-MAN!

I'M STILL *THE BEETLE!*

I BELIEVE YOU'LL FIND THAT WE'RE SOMEWHAT MORE EVENLY MATCHED THAN THE LAST TIME WE FOUGHT! AND UNLIKE YOURSELF, I HAVE NO RESERVATIONS ABOUT HITTING AN OPPONENT WHEN HE'S DOWN!

THIS BATTLE WILL BE OUR LAST!

OH, BOY!

NEXT ISSUE

OUR FIFTH ANNIVERSARY EXTRAVAGANZA

BEETLEMANIA!!

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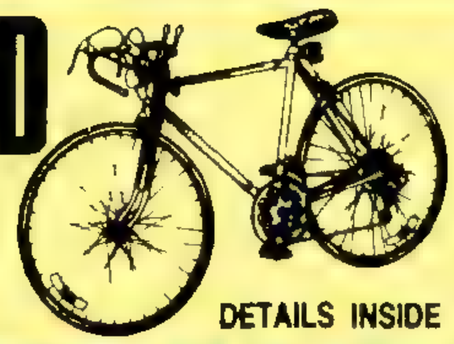

DETAILS INSIDE

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SPECIAL DOUBLE-SIZED ISSUE!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

Stan Lee PRESENTS: PETER PARKER, THE SPECTACULAR SPIDER-MAN IN...

"BEETLEMANIA!"

FOR THOSE OF YOU WHO CAME IN LATE: THE EVER-SPECTACULAR SPIDER-MAN HAD JUST FOUGHT OFF AN ATTACK BY **THE GIBBON,** WHEN A WALL WAS DROPPED ON HIM!

NOW, DAZED AND BATTERED, HE FINDS HIMSELF FACING A LIFE-OR-DEATH BATTLE WITH THE INDIVIDUAL WHO DROPPED THAT WALL... A GENTLEMAN CALLED **THE BEETLE!**

YOU MAY HAVE BEATEN ME BEFORE, SPIDER-MAN--BUT THIS TIME THE ODDS ARE IN MY FAVOR! THIS TIME... ***I CAN'T LOSE!***

THAT'S WHAT ***YOU*** THINK, BEETLE! IT'LL TAKE MORE THAN A FANCY NEW SUIT TO KNOCK THE WEBS OUT OF THIS OL' WALL-CRAWLER!

YOW! BUT THAT NEW RAY-BLASTER OF HIS JUST MIGHT DO THE TRICK! IF I CAN'T TURN THE TABLES ON HIM--AND SOON--HE JUST MIGHT FORCE ME INTO A VERY EARLY AND PAINFUL RETIREMENT!

ROGER STERN
ED HANNIGAN & JIM MOONEY
STORYTELLERS
DIANA ALBERS
LETTERER
GEORGE ROUSSOS
COLORIST
TOM DEFALCO
EDITOR
JIM SHOOTER
GRAND VIZIER

THERE'S NO NEED FOR THIS ENCOUNTER TO BE A FATAL ONE, SPIDER-MAN. I HAVE NO DESIRE TO KILL YOU.

I SEE! YOU JUST WANT TO KNOCK THE STUFFINGS OUT OF ME, RIGHT?

EXACTLY!

KERASH

SORRY I CAN'T BE MORE ACCOMO-DATING, BUG-EYES, BUT I'M TIRED OF PEOPLE TRYING TO MAKE THEIR REP BY POUNDING ON ME!

IT'S A REAL BORE!

WHEW! RIPPING UP THAT FIRE ESCAPE TOOK A LOT MORE OUT OF ME THAN IT SHOULD HAVE! I'M STILL TOO WEAK--TOO PUNCHY!

AS FAST AS THE BEETLE IS, HE'LL PROBABLY BE BACK ON MY TAIL IN A MATTER OF SECONDS!

WHOOPS! WHY COULDN'T I HAVE BEEN WRONG... JUST THIS ONCE!

EASY THERE, LAUGHING BOY! DON'T SINGE THE SUIT!

ZZ AK

MEANWHILE, BACK ON THE ROOF, THE GIBBON STRUGGLES TO REGAIN HIS FOOTING...

=UNGH= SO MUCH FOR TRYING TO PROVE THAT I'M AS GOOD AS SPIDER-MAN! HE FLATTENED ME WITH HIS FIRST PUNCH!*

*LAST ISSUE.-- TATTLETALE TOM.

AND TO THINK THAT I TALKED MY BUDDY JACK INTO FLYING OUT HERE FROM CALIFORNIA, AND TAKING A TV ASSIGNMENT TO FILM SPIDER-MAN IN ACTION--

--JUST SO I'D HAVE AN EXCUSE TO PUT ON THIS FUR SUIT AND PLAY HERO! MARTIN BLANK, YOU ARE A COMPLETE IDIOT!

BUT AT THAT MOMENT, HIGH OVERHEAD IN A CIRCLING HELICOPTER...

I TELL YA, JACK, WHEN THAT PAL OF YOURS PUT ON THE MONKEY SUIT AND PICKED A FIGHT WITH SPIDER-MAN, I THOUGHT HE WAS CRAZY!

ME, TOO, ARNIE! BUT HE REALLY KNEW WHAT HE WAS DOIN'! THE FOOTAGE I GOT OF THEIR FIGHT IS WORTH A FORTUNE!

AND I'M REALLY GETTIN' GREAT STUFF--NOW THAT THE BUG-GUY SHOWED UP. I HOPE MARTY STAYS OUTTA THE WAY, THOUGH...

"...THOSE TWO LOOK LIKE THEY'RE PLAYIN' FOR KEEPS!"

YOUR FORM IS IMPROVING, BEETLE! HAVE YOU BEEN WATCHING "BOWLING FOR DOLLARS" AGAIN?

KRUMM

JOKE WHILE YOU CAN, SPIDER-MAN! SOONER OR LATER, YOU MUST ATTACK ME!

IF THAT'S NOT AN INVITATION, I DON'T KNOW WHAT IS!

OH, IT IS, INDEED!

AND WHILE SPIDER-MAN IS STILL IN MID-LEAP, THE BEETLE SUDDENLY WHEELS AROUND, LATCHING ONTO THE WEB-SPINNER WITH HIS SUCTION GRIPPERS AND...

KRUNG

HEY!

I'VE BEEN EXPECTING JUST SUCH A MOVE FROM YOU, SPIDER-MAN! YOU ARE QUITE PREDICTABLE, YOU KNOW! HAH-HAH-HA!

THWIP

I GET THE DISTINCT IMPRESSION THAT HE'S NOT KIDDING! AW, BUT THAT'S CRAZY! I'VE ONLY FOUGHT THE BEETLE THREE TIMES IN THE PAST--HE COULDN'T POSSIBLY ANTI-CIPATE MY MOVES!

HALF THE TIME, I DON'T KNOW WHAT I'M GOING TO DO NEXT!

YIPES! NO SOONER DO I TOUCH DOWN, THEN HE STARTS TRYING TO ZAP ME AGAIN!

HE'S GETTING TOO DARNED CLOSE FOR COMFORT! IF IT WASN'T FOR MY SPIDER-SENSE, WARNING ME WHEN TO ZIG AND ZAG, I'D BE QUICK-FRIED!

ZAKK

ZOW

HAH-HA! THIS IS MARVELOUS! HE CAN LEAP ALL HE LIKES, BUT HE CAN'T LOSE ME!

I'VE COMPILED AND PRO-GRAMMED A COMPLETE COMPUTER ANALYSIS OF HIS FIGHTING TECHNIQUE INTO THE MICROCIRCUITS OF MY BATTLE SUIT!* I KNOW WHAT HE'S GOING TO DO, ALMOST BEFORE HE DOES!

STILL... I HAD EXPECTED TO SCORE AT LEAST ONE HIT BY NOW! SOMEHOW, HE KEEPS EVADING MY BLASTS!

*LAST ISSUE:--T.

FUN'S FUN, BEETLE--BUT IT'S BEEN A LONG, HARD DAY! AND BESIDES, I HEAR MY MOTHER CALLING! LET'S DO THIS SOME OTHER TIME, OKAY?

AH, THE FOOL HAS LEFT HIM-SELF OPEN FOR AN EASY SHOT! THERE'S NO WAY HE CAN DODGE ME IN MID-AIR!

BUT...

WHOA! THAT WAS THE CLOSEST BLAST YET, BUT MY SPIDER-SENSE WARNED ME TO DUCK AT THE LAST POSSIBLE INSTANT!

IT WAS CHANCEY, MAKING A STUPID MOVE LIKE THAT, BUT IT GAVE ME THE OPENING I NEEDED!

THWIP

THWIP

ZOT

WHAT?!

♪WHOOPEE-TI-YI-YO! GIT ALONG, LITTLE BEETLE! ? YOU KNOW THAT SAN QUENTIN WILL BE YOUR NEW HOME!♪

INCREDIBLE! DESPITE ALL OF MY ADVANCE PLANNING, HE'S STILL MANAGING TO DRAW THIS OUT... IMPROVISING NEW MANEUVERS ON THE SPOT!

YOU'RE A CLEVER ADVERSARY, SPIDER-MAN... AND MUCH MORE AGILE THAN EVEN *I* SUSPECTED!

BUT MY WINGS GIVE ME AN AIRBORNE MANEUVERABILITY WHICH EVEN YOU CANNOT MATCH!

WHUP!

BOY, NOW I *KNOW* I'M BURNT-OUT! ORDINARILY, HE WOULD NEVER HAVE BEEN ABLE TO UNSEAT ME!

THAT DOES IT... NO MORE CLOWNING AROUND!

LOOK AT HIM! HE WAS SO CONFIDENT AFTER HE THREW ME, THAT HE DIDN'T EVEN BOTHER TO SEE HOW I LANDED! THIS IS RICH-- USUALLY, *I'M* THE OVER-CONFIDENT ONE!

I'VE GOT A CLEAR SHOT AT HIM, AND I'M NOT GOING TO BLOW IT!

BUT, MERE INSTANTS BEFORE SPIDER-MAN CAN GRAB THE BEETLE...

WHAT?! GIBBON, WHERE DID YOU COME FROM?! GET OUT OF THE--

OOF!

--WAY.

HE...WASN'T PAYING ATTENTION... TO ME. I... THOUGHT I...COULD HELP!

OH, GREAT! MARTY'S PUNCHIER THAN I AM, AND HE'S *STILL* TRYING TO PROVE HIMSELF!

UH-OH! HERE COMES THE BEETLE... SWOOPING IN FOR THE KILL!

I HAVE TO GET THE GIBBON OUT OF THE WAY, SO I CAN JUMP OUT OF RANGE! OTHERWISE, I'LL GET--!

YEEEOW!

THAT BLAST MUST HAVE FRIED HALF THE NERVE ENDINGS IN MY BODY! I FEEL LIKE I'VE JUST GONE TEN ROUNDS WITH THE HULK!

THWIP

I HAVE TO KEEP MOVING! IF HE ZAPS ME AGAIN, IT'LL BE ALL OVER!

CALLING ON EVERY IOTA OF HIS SPIDERLIKE AGILITY, SPIDER-MAN SPRINGS ACROSS THE ROOFTOPS LIKE A DEMENTED JUMPING-JACK, KEEPING JUST INCHES AHEAD OF THE BEETLE'S ELECTRO-BITE BLAST!

BUT, INEVITABLY, EVEN HE TIRES. AND THEN...

Z

O

W

EPIC

MY WHOLE BODY FEELS NUMB!

I'M FALLING TOO FAST... GOT TO TRY TO HIT THAT AWNING... BREAK MY FALL!

C'MON, MUSCLES... WORK! WORK!

VO's PUB

THOON

THAT HELPED SOME... BUT I'M STILL TRAVELING TOO FAST, TOO CLOSE TO THE GROUND! ONLY ONE CHANCE TO COME OUT OF THIS ALIVE!

WHAT THE--?

DANGER MEN AT WORK

DESPERATELY TUMBLING THROUGH THE AIR, SPIDER-MAN DIVES DOWN THE NARROW UTILITY VENT-STACK--FIRING HIS WEBBING AHEAD OF HIM...

...HOPING TO SPIN A LIFE-SAVING WEB-CUSHION IN TIME!

SPLOOSH

I MUST STILL BE ALIVE! HEAVEN WOULDN'T SMELL SO BAD, AND THE OTHER PLACE WOULDN'T BE ALL WET AND CLAMMY!

OWTCH! IT FEELS LIKE MY LEFT SIDE TOOK THE WORST OF IT! THE ARM IS REALLY WASTED!

LOOKS LIKE THE BEETLE WINS THIS ROUND! I'D BETTER PULL MYSELF TOGETHER AND HOBBLE OFF BEFORE HE DECIDES TO COME DOWN THE TUBE AFTER ME!

BUT, AT THE TOP OF THE STACK...

IT'S BLACK AS PITCH DOWN THERE! NO DOUBT, SPIDER-MAN IS LYING IN WAIT-- PREPARING TO AMBUSH ME THE MINUTE I STICK MY HEAD DOWN THERE!

I'LL NOT FALL FOR THAT OLD TRICK!

THERE'S NO NEED TO PLAY HIS GAME, WHEN I CAN LURE HIM OUT OF HIDING.

ALL I NEED IS THE PROPER BAIT!

EVEN THOUGH THE GIBBON FOUGHT SPIDER-MAN EARLIER,* THE WEB-HEAD WENT OUT OF HIS WAY TO SAVE THAT FUR-SUITED FOOL!

*LAST ISSUE:--TOM.

AND I'M BETTING THAT HE'LL DO IT AGAIN!

AARRGH!

ZOT

OMIGOSH! THE BEETLE'S ATTACKIN' MARTY! HE'S FLYIN' OFF WITH HIM!

FOLLOW HIM, ARNIE!

FOLLOW HIM?! ARE YOU KIDDING? HOW?!

I MEAN, EVEN IF HE *WEREN'T* TEN TIMES AS MANEUVERABLE AS THIS EGG-BEATER--

--WE STILL WOULDN'T HAVE A CHANCE OF KEEPING UP WITH HIM! WE'VE BEEN FLYING AROUND ALL AFTERNOON, JACK! WE'RE ALMOST OUT OF GAS!

BUT MARTY'S IN DANGER!

ALL WE CAN DO IS CALL THE POLICE AND HOPE FOR THE BEST!

AND, A FEW BLOCKS AWAY...

LOOKS LIKE THE BEETLE HAS GIVEN UP THE CHASE. WELL, THAT'S OKAY BY ME!

LOOKS LIKE HE'S CARRYING SOMETHING. I WONDER WHAT--?

OH, MY HEAVENS! GET BACK, BRUNO! IT'S THAT AWFUL SPIDER-MAN PERSON!

Petite Pet Palace 15 52

YAP YAP YAP YAP

OH, GREAT!

DON'T WORRY, LADY--I WON'T BOTHER YOU OR YOUR DOG! I KNOW WHEN I'M NOT WANTED!

MY ARMS HURT TOO MUCH FOR WEB-SWINGING ANYWAY! AW, I DON'T BELIEVE IT... THERE GOES MY SPIDER-SENSE AGAIN!

LET'S SEE... I'VE BEEN ATTACKED BY THE GIBBON AND THE BEETLE... TOOK A A TEN-STORY SWAN DIVE INTO A SEWER... AND BEEN INSULTED BY A FAT LADY! *WHAT MORE CAN HAPPEN?*

CLUNK

SOMETIME LATER, ON THE EDGE OF THE EMPIRE STATE UNIVERSITY CAMPUS...

MAN, I THOUGHT I'D NEVER GET HERE! THIS IS THE FIRST EXTENSIVE TRAVELING I'VE DONE BY SEWER... AND THE LAST, I HOPE!

PEYEW! IF I DON'T GET OUT OF THESE DUDS SOON, THEY'LL START CALLING ME THE AMAZING SKUNK-MAN!

SHORTLY...

AH, THERE'S MY SHOULDER BAG, STILL WEBBED UP, SAFE AND SOUND! MY STREET CLOTHES ARE INSIDE... BUT I'LL NEED A SHOWER BEFORE I'M DECENT ENOUGH TO WEAR THEM!

LUCKILY, THE ATHLETIC DEPARTMENT LOCKER ROOMS AREN'T FAR AWAY!

AND SOON...

THE STRANDS OF WEBBING I STUCK OVER THE DOOR SHOULD INSURE MY PRIVACY WHILE I CLEAN UP!

EXIT

AFTER ALL, IT WOULDN'T DO FOR A VOLLEYBALL TEAM TO COME THROUGH AND FIND A SPIDER-SUIT RINSING OUT!

OH, BOY, THAT HOT WATER FEELS GOOD!

SEVERAL MINUTES LATER...

WELL, THE SOAP AND WATER HELPED A LITTLE, BUT MY COSTUME STILL SMELLS LIKE A BAD MISTAKE!

I SHOULD GIVE SOME THOUGHT TO MAKING A NEW ONE.

BAM BAM BAM

HEY?! WHO LOCKED THE DOOR?

WHOOPS! A BELLOW THAT LOUD COULD ONLY BELONG--

"-- TO THE EVER-POPULAR COACH BARNSTORM!" *

#%+=@!! NOBODY'S AUTHORIZED TO LOCK THIS DOOR BUT ME! OPEN UP, YA HEAR? OPEN THIS DOOR!!

*LAST SEEN IN MARVEL TEAM-UP # 108.-- T.

BAM BAM BAM

THAT'S IT, LEAD-HEAD! JUST KEEP ON POUNDING AND SEE HOW MUCH GOOD IT... DOES?

HOO-BOY! I MUST HAVE BEEN UNDER THE SHOWER LONGER THAN I THOUGHT! MY WEBBING IS STARTING TO BREAK DOWN!

OFFICE

WITH AN ASTOUNDING BURST OF SPEED, PETER PARKER CROSSES THE ROOM, PLUNKS THE EVAPORATING WEBBING FROM THE DOOR, AND...

THERE YOU GO, COACH! THE DOOR WASN'T LOCKED, JUST... AH... JAMMED!

WHU--?

PARKER?! WHY, YOU SCRAWNY EGGHEAD--I SHOULDA KNOWN THAT SOMEONE LIKE YOU'D BE HOGGIN' THE SHOWERS! WHAT DO YOU THINK YOU'RE DOIN' HERE?

FIRST, YOU FLUNK MY STAR BASKETBALL ACE, AND NOW YOU'RE USIN' MY EQUIPMENT?! MISTER, YOU GOT SOME NERVE!

LISTEN, BARNSTORM-- AS A TEACHING ASSISTANT, IT'S MY JOB TO SEE THAT MY STUDENTS *LEARN* SOMETHING!

SOMETIMES I HAVE TO HAND OUT FAILING GRADES!

WHAT'S MORE, THIS IS THE SCHOOL'S EQUIPMENT--NOT YOURS! AND DEPARTMENT RULES STATE THAT ALL EMPLOYEES ARE ENTITLED ACCESS TO THIS PLACE!

IF YOU WANT ME BARRED FROM HERE, SPEAK TO THE DEAN.

IN THE MEANTIME, GET OFF MY BACK!

THINK YOU KNOW IT ALL, DON'T YA? WELL, JUST REMEMBER THIS, PARKER--

--YOU'RE ON MY LIST!

MAYBE I SHOULDN'T HAVE SPOUTED OFF TO BARNSTORM... BUT HE REALLY GETS UNDER MY SKIN!

GRADE POINT AVERAGES ARE AT AN ALL TIME LOW, AND THAT MUSCLE-BRAIN CAN ONLY THINK ABOUT ATHLETICS!

HOW'D A GUY LIKE THAT EVER LAND A JOB AT E. S. U.?

UH-OH! MY SPIDER-SENSE IS TINGLING AGAIN...AND THE DANGER SIGNAL SEEMS TO BE CENTERED RIGHT AROUND THAT GUY ON THE BENCH!

WHAT?! IT'S GREG SALINGER! WHY SHOULD HE TRIGGER MY SPIDER-SENSE? HE'S JUST ONE OF MY FRESHMEN CHEM STUDENTS... OR IS HE? WHAT DO I REALLY KNOW ABOUT HIM?

STILL, HE SEEMS LIKE A NICE ENOUGH GUY. MAYBE THE DANGER IS BEING DIRECTED *AT* HIM, INSTEAD OF *FROM* HIM!

HEY, GREG!

HUH?

WHY SO GLUM? I THOUGHT I HAD A MONOPOLY ON DARK CLOUDS AROUND HERE!

HEY, PARKER! HOWZIT GOING? YOU OKAY? YOU LOOK KINDA WASTED!

I'VE HAD BETTER DAYS. AND YOU--?

NOT TOO BAD, JUST THE USUAL HASSLES! CAN I DO SOMETHING FOR YOU?

UH...NO, I JUST THOUGHT YOU LOOKED LIKE YOU NEEDED SOME-ONE TO TALK TO.

I SUPPOSE I HAVE BEEN A LITTLE DOWN TODAY. I'M STILL HAVING PROBLEMS WITH THE REGISTRAR'S OFFICE. NOW THEY'VE LOST THE PAPERWORK ON MY GRANT-IN-AID!

CAN YOU BELIEVE IT?!

YEAH, I'M AFRAID I CAN! WELL, SEE YOU IN CLASS!

HEY, COUNT ON IT, MAN! I'M ENJOYING YOUR CLASS AS MUCH AS I AM MY LIT COURSES!

PARKER'S AN ALL RIGHT GUY! I WONDER HOW HE EVER WOUND UP IN THE SCIENCES? HE HAS THE SOUL OF A POET!

CRIMENY, PARKER, WHAT'S WRONG WITH YOU? AS SOON AS I STARTED TALKING TO GREG, MY SPIDER-SENSE TINGLE SUBSIDED COMPLETELY.

COULD THE BEETLE'S ZAP-GIZMO HAVE MUCKED UP MY SENSES? I HOPE NOT!

IT'S OFTEN HARD TO FIGURE OUT JUST WHAT DANGER MY SPIDER-SENSE IS WARNING ME OF-- BUT THAT OLD TINGLE HAS SAVED MY HIDE MORE TIMES THAN I CARE TO REMEMBER!

PETER? IS THAT YOU?

PAPA'S DELICATESSEN GROCERY PLUS

Special

EH? OH... DEBRA WHITMAN... HI.

NO NEED TO BE SO FORMAL, PETER. ARE YOU ALL RIGHT? YOU WERE WALKING AS THOUGH YOU WERE IN PAIN!

I'M JUST A LITTLE SORE. I PULLED SOME MUSCLES THIS AFTERNOON...EXERCISING!

YOU SHOULD BE MORE CAREFUL! I'LL BET YOU HAVEN'T HAD DINNER YET-- HAVE YOU?

AS A MATTER OF FACT, I HAVEN'T.

Cafe Lor

cafe Lorre

THEN, COME ALONG WITH ME! I OWE YOU A MEAL!

I LOVE IT WHEN YOU'RE ASSER-TIVE... LEAD ON!

BUT, MINUTES LATER, AT DEBRA'S APARTMENT...

BIFF! LOOK WHO I RAN INTO!

"BIFF?" OH, FINE... I HADN'T FIGURED ON DEB'S PREPPIE PAL BEING HERE!

HELLO, RIFKIN.

HIYA, PETEY! DEBSO CON YOU INTO PLAY-ING BAG-BOY, HUH?

COME ON IN AND SIT A SPELL, AS THEY SAY!

THIS GUY IS SUCH A TOTAL WASTE! I DON'T KNOW WHAT DEB SEES IN HIM!

I HOPE I'M NOT INTERRUPTING ANYTHING, RIFKIN.

...NOT AVAILABLE IN ANY STORE! ONLY $9.98... $12.98 FOR STEREO CASSETTE...

NOT A THING! I WAS JUST FIELD-TESTING OUR GRACIOUS HOSTESS'S NEW VIDEO UNIT, AS IT WERE!

NEW--? WOW, THAT'S A 25-INCH SONY COLOR CONSOLE! HOW'D SHE AFFORD THAT?

THEY ARE A *BIT* EXPENSIVE, BUT DEBSO MANAGES HER MONEY VERY WELL!

AND SHE *IS* YOUR DEPARTMENT CHAIRMAN'S SECRETARY... PROBABLY PULLS IN AROUND 18-THOU A YEAR, BEFORE TAXES!

$18,000? THAT MAKES MY TEACHING ASSISTANT'S SALARY SOUND LIKE SMALL CHANGE! I DIDN'T KNOW SHE MADE THAT MUCH.

NEWS-4-NEW YORK HAS RECEIVED INFORMATION OF A BIZARRE AERIAL KIDNAPPING WHICH OCCURRED LESS THAN AN HOUR AGO!

A WEIRDLY GARBED MAN WHOM POLICE HAVE CONFIRMED TO BE ESCAPED FELON *ABNER JENKINS* --ALSO KNOWN AS THE *BEETLE*-- STRUCK DOWN AND ABDUCTED A MAN IDENTIFIED AS *MARTIN BLANK!*

REPORTS ARE SKETCHY, BUT THE ABDUCTION APPARENTLY FOLLOWED A FRENZIED ROOFTOP BATTLE BETWEEN THE BEETLE AND THE MASKED VIGILANTE, *SPIDER-MAN!*

NICE COLOR!

THE BEETLE KIDNAPPED MARTY?! GOOD GOSH, I FORGOT ALL ABOUT HIM!

THIS EXCLUSIVE FOOTAGE, OBTAINED FROM A DOCUMENTARY FILM CREW, SHOWS MR. BLANK BEING ATTACKED BY THE BEETLE... BLANK IS THE FUR-SUITED FIGURE TO THE RIGHT.

IT IS UNKNOWN WHY HE WAS SO DRESSED, BUT... EXCUSE ME! A NOTE HAS JUST BEEN HANDED ME!

POLICE HAVE RECEIVED A TAPED MESSAGE FROM THE BEETLE--CHALLENGING SPIDER-MAN TO MEET HIM ATOP MANHATTAN'S KRELLER BUILDING WITHIN THE HOUR!

IF SPIDER-MAN DOES NOT SHOW, THE BEETLE THREATENS TO KILL MARTIN BLANK.

MORE ON THAT STORY AS IT DEVELOPS!

FOR ALL THE HASSLES MARTY HAS GIVEN ME, HE'S NOT REALLY A BAD SORT...JUST HUNG UP ON PROVING HIMSELF! I HAVE TO GET OVER TO THAT BUILDING!

EHH... ENOUGH OF THE NEWS! I WONDER HOW WELL THIS THING RECEIVES U-H-F STATIONS?

KLIK

DINNER WILL BE READY. SOON. IN THE MEANTIME, HERE ARE SOME CHIPS.

IS SOMETHING WRONG, PETER?

IN A WAY, DEB. I'M AWFULLY SORRY, BUT I HAVE TO RUN OFF. I'LL TRY TO CALL AND EXPLAIN LATER.

HMM! HAVE I SEEN THIS EPISODE?

♪JUST SIT RIGHT BACK, AND I'LL TELL A TALE... A TALE OF A FATEFUL TRIP...♪

I SUPPOSE I SHOULD BE ANGRY WITH HIM AGAIN...BUT HE SEEMED SO UPSET! WAS IT SOMETHING I DID? MAYBE I SHOULDN'T HAVE INVITED HIM TO DINNER WITH BIFF HERE.

PETER DOESN'T SEEM TO LIKE BIFF VERY MUCH.

ADMITTEDLY, BIFF *CAN* BE A LITTLE SELF-CENTERED AT TIMES--BUT HE'S ALWAYS BEEN SO CONSIDERATE TO ME! MORE SO THAN PETER!

PETER IS MUCH NICER, BUT I NEVER KNOW WHEN HE'LL JUST UP AND LEAVE!

WHAT'RE WE EVER GONNA DO, SKIPPER?

I WISH I KNEW, LITTLE BUDDY... I WISH I KNEW!

BUT, EVEN AS DEBRA WHITMAN WRESTLES WITH HER HEART, PETER PARKER HAS ONCE AGAIN DONNED THE COLORFUL GARB OF THE SPECTACULAR SPIDER-MAN!

I HOPE MY SHOULDER DOESN'T SLOW ME DOWN... IT'S STILL A LITTLE STIFF--

--AND THE BEETLE'S TOO TOUGH FOR ME TO BE LACKING IN THE SPEED DEPARTMENT!

THE KRELLER BUILDING IS JUST A BLOCK AWAY. AT LEAST, I'LL BEAT THE BEETLE'S DEADLINE WITH PLENTY OF TIME TO SPARE!

DARN! THIS LOOKS LIKE A MEDIA EVENT!

MAYBE I SHOULD HAVE TRIED TO GET THE POPCORN CONCESSION. I HAVEN'T SEEN SO MANY MINI-CAMS SINCE THE LAST POLITICAL CONVENTION!

I'M ALL FOR FREEDOM OF THE PRESS, BUT I HOPE THOSE GUYS STAY OUT OF THE WAY. I DON'T WANT TO HAVE TO CONTEND WITH THEM AND THE BEETLE!

THE ROOF OF THE KRELLER BUILDING IS A SEA OF BLUE! WHAT'RE ALL OF THOSE COPS DOING HERE?

OH, NO! NOW WHAT?

HEY, LOOK!

HUH? WHERE?

I THOUGHT I RECOGNIZED THOSE HEAVY-DUTY UNIFORMS! IT'S N.Y.P.D.'S SPECIAL POWERS TASK FORCE--AND THERE'S THEIR BLOWHARD COMMANDER, ***KRIS KEATING!***

COME ON, YOU JOKERS! FAN OUT! I WANT EVERY ACCESS COVERED!

OH, YOO-HOO-HOO! LT. KEATING!

PARDON ME FOR ASKING, BUT WHAT THE DEVIL DO YOU THINK YOU'RE DOING?!

IF THE BEETLE SEES YOUR S.W.A.T. BOYS UP HERE, HE'S LIABLE TO BUZZ OFF TO WHERE I'LL NEVER FIND HIM...AND YOU CAN JUST BET THE GIBBON'S LIFE WON'T BE WORTH A DIME!

THAT'S A RISK WE'LL HAVE TO TAKE! THE BEETLE IS A WANTED FELON...AND THAT MAKES HIM MY BUSINESS!

YOU COSTUMED CLOWNS HAVE GOTTA LEARN THAT YOU CAN'T ENDANGER THE PUBLIC SAFETY WITH YOUR COCKAMAMIE GRUDGE MATCHES!

BUT, EVEN BEFORE SPIDER-MAN CAN PROTEST FURTHER...

THE ROOFTOP! IT'S LIKE SOME GIANT TRAP DOOR!

HEY!

HELP!

WHUP!

AS THE POLICE DISAPPEAR FROM SIGHT, ONE REVOLVING ROOFTOP SECTION SWIVELS 180-DEGREES TO REVEAL...

INGENIOUS, ISN'T IT? I MUST ADMIT, THOUGH, THAT I'D PREPARED IT WEEKS AGO, AS PART OF AN EARLIER PLAN TO DEFEAT YOU!

THE BEETLE!

I DON'T BELIEVE IT! HOW'D YOU RIG THIS UP SO FAST?!

IT ADAPTED NICELY TO HOLDING THE GIBBON!

AS I SURMISED, HE MAKES THE PERFECT BAIT!

S-SPIDER-MAN... I... I'M SORRY...

MEANWHILE, ON ROOFTOPS ACROSS THE STREET...

HARRY, THERE'S SOME SORT OF INTER-FERENCE-- THE STATION ISN'T PICKING UP OUR VIDEO!

DEPLOY YOUR MEN, BUT DON'T FIRE UNLESS ORDERED!

YES, SIR!

PLEASE MR. RIVERA -- IT COULD GET VERY DANGEROUS UP HERE!

I'M NO STRANGER TO TROUBLE, SERGEANT! DON'T WORRY-- WE'LL STAY OUT OF YOUR WAY... ALL WE ASK IS THAT YOU DO THE SAME! I THINK YOU'LL AGREE--

"-- THE PUBLIC HAS A RIGHT TO SEE THIS!"

YOU WENT TO ALL THIS TROUBLE FOR *ME?* AW, BEETSY, YOU SHOULDN'T HAVE!

YOUR DEFEAT WILL BE PAYMENT ENOUGH, THANK YOU!

HOW CAN I EVER REPAY YOU?

WHEN THE WORLD SEES HOW I DEFEAT YOU, MY REPUTATION WILL BE RESTORED!

YOU'RE JUST SAYING THAT BECAUSE IT'S TRUE!

SIGH! THAT'S THE STORY OF MY LIFE! PEOPLE JUST WANT TO USE ME AND CAST ME OUT!

OL' BUG-HEAD IS STILL GUESSING MY MOVES, BUT THAT'S NOT QUITE THE SAME THING AS GUESSING MY MOTIVES! HE BUZZED OUT OF THE PATH OF MY ATTACK--

--BUT THAT JUST GIVES ME THE CHANCE I WANTED TO FREE THE GIBBON!

SPIDER-MAN, *LOOK OUT!*

THANKS FOR THE WARNING, MARTY!

EVEN THOUGH I DIDN'T NEED IT! MY SPIDER-SENSE IS STILL GIVING ME AN EDGE ON THE BEETLE!

ZAKK

DIDN'T YOU LEARN ANYTHING THIS AFTERNOON, SPIDER-MAN? IT'S ONLY A MATTER OF TIME BEFORE I BEAT YOU!

HE MAY HAVE A POINT THERE! I'LL NEVER BE ABLE TO HELP THE GIBBON IF I STAY ON THE DEFENSIVE!

I HAVE TO FIGHT BACK!

IT DOESN'T MATTER IF THE BEETLE KNOWS WHAT I'M ABOUT TO DO!

THANKS TO MY SPIDER-SPEED, I CAN STILL MOVE FASTER THAN HE CAN REACT!

WHAM

WHUUNGH!

YOU STRUCK ME! THAT SHOULDN'T HAVE BEEN POSSIBLE!

HECK, ANYTHING IS POSSIBLE-- IF YOU'RE FAST ENOUGH!

THWIP!

NOT THAT SPEED IS ANY GUARANTEE OF SUCCESS, MIND YOU!

I MEAN, YOU CAN FLY AS FAST AS YOU WANT-- BUT IF YOU HANG ONTO ME, AND I HANG ONTO MY WEB--

--YOU'LL JUST SWING AROUND LIKE A BIG DUMMY!

YOU CAN'T LOSE ME THIS WAY!

LOSE YOU? WHY WOULD I WANT TO DO THAT?

THIS IS JUST STARTING TO BE FUN!

KRASH

WHAT A PAIN! THE MOST SPECTACULAR STORY OF THE MONTH, AND SOMETHING'S KEEPING US FROM GOING ON THE AIR LIVE!

WHAT IS CAUSING THIS INTERFERENCE?!

THRAM

JOSÉ, WHAT'S GOING ON? WE'RE GETTING AN AUDIO FEED FROM YOU, BUT STILL NO VIDEO!

CHUCK, I WISH YOU COULD SEE THIS! IN THE MIDST OF AN INCREDIBLE BATTLE WITH SPIDER-MAN, THE BEETLE HAS JUST LANDED ON ONE OF THE NEWS VANS!

I'LL TRY TO SPEAK WITH HIM!

NEWS

NEWS

BEETLE, COULD WE HAVE A WORD?

MR. JENKINS, WHAT IS THE REASON FOR THIS ALTERCATION?

SIR, DO YOU EXPECT TO BEAT SPIDER-MAN?

NO... I MEAN, YES! *GET OUT OF MY WAY!!*

BLAST IT! I CAN'T GET A CLEAR SHOT WITH THESE NEWSMEN AROUND!

SPIDER-MAN HAS ESCAPED ME AGAIN -- THROUGH THAT WINDOW NO DOUBT!

BUT I HAVE A SUSPICION AS TO WHERE HE IS!

AT THAT MOMENT...

THREE DOWN, ONE TO GO!

KRAK

SPIDER-MAN... I REALLY DON'T KNOW WHAT TO SAY!

JUST SHUT UP AND TUG! WE HAVE TO GET YOU OUT OF HERE BEFORE BUG-BRAIN COMES BACK!

TOO LATE!

ZZOW

AWK!

WE WERE LUCKY THIS TIME...MARTY WAS ONLY SLIGHTLY DAZED BY THAT BLAST! STILL, THIS DUCKING AND DODGING IS GETTING OLD REAL FAST!

HEY! ENOUGH ALREADY WITH THE FUNKY BLASTS, OKAY?

WHAT'S THE MATTER, SPIDER-MAN? DOES MY ELECTRO-BITE DISTURB YOU?

HAH-HA IT MUST! YOUR WEBBING MISSED ME BY YARDS!

MERCY SAKES, YOU'RE RIGHT, BEETLE! BUT THEN, I WASN'T AIMING AT YOU... JUST AT YOUR REVOLVING ROOFTOP!

YOU REALLY SHOULD HAVE PUT BRAKES ON THAT THING, YOU KNOW!

KRUNNG

WHA--?

AROUND AND AROUND AND AROUND SHE GOES!

SAY, BEETSY, THIS IS A *LOT* MORE FUN THAN THE SEE-SAWS!

WHUNK

MEANWHILE, MERE FEET AWAY, A DAZED GIBBON GIVES ONE FRENZIED YANK AND...

KRAK

I-I'M FREE! BUT... HOW?

THE BEETLE'S LAST BLAST MUST HAVE WEAKENED THE METAL BOND JUST ENOUGH FOR ME TO SNAP IT!

WHAT DO I DO NOW? IF I STICK AROUND, I MAY GET IN SPIDER-MAN'S WAY AGAIN! MAYBE I CAN HELP...

YEAH... AND MAYBE PIGS CAN FLY!

AT THAT MOMENT, UNAWARE OF THE GIBBON'S ESCAPE...

I'M A LITTLE TIRED OF WALTZING AROUND WITH YOU, BEETLE! IF YOU REALLY WANT TO FIGHT, THEN LET'S DO IT!

VERY WELL!

I AM MORE THAN WILLING TO TEST THE MIGHT OF MY BATTLE SUIT AGAINST YOUR MUCH-VAUNTED SPIDER-STRENGTH!

GOOD AS YOU ARE, YOU ARE NOTHING BEFORE MY POWER! AND ONCE I GET HOLD OF YOU WITH MY SUCTION-GRIPPERS--

--I SHALL RIP YOU IN TWO!

YOU PUT A LOT OF STOCK IN THIS SUIT OF YOURS, BEETLE-BRAIN--BUT IT DOESN'T LOOK SO HOT TO ME!

SEE? LOOK HOW CHEAP IT IS!

SNAP

NO, NOT THE ANTENNA! THAT'S THE FOCUSING POINT FOR MY POWER SOURCE!

YAARRGH!

AND AS THE BEETLE'S BATTLE SUIT DISCHARGES, THE NEARBY NEWSMEN DISCOVER...

HEY, THE STATION IS FINALLY PICKING UP OUR VIDEO SIGNAL!

I'LL BET IT WAS THE BEETLE! HIS SUIT MUST HAVE BEEN PUTTING OUT MICROWAVE INTERFERENCE!

NEVER MIND THAT! NOW SWING YOUR CAMERAS OVER THERE...

"...IT LOOKS LIKE BOTH OF THOSE GUYS ARE ON THEIR LAST LEGS!"

I'M SEEING TRIPLE FROM THAT POWER DISCHARGE... ALMOST OUT ON MY FEET! THE BEETLE SEEMS A LITTLE ROCKY, TOO--

--BUT KNOWING HIM, HE HAS SOME SORT OF EMERGENCY POWER RESERVE! I CAN'T TAKE A CHANCE THAT HE MIGHT STILL GET AWAY!

WHAM

THERE, THAT TOOK CARE OF HIM! MY SPIDER-SENSE IS GIVING NARY A TINGLE... HE'S NO LONGER A DANGER TO ANYONE!

I'LL JUST CRAWL OFF AND LICK MY WOUNDS SOMEWHERE!

GOOD GRIEF! THE BEETLE'S GETTING TO HIS FEET, AND SPIDER-MAN DOESN'T SEE HIM!

MISTAKENLY THINKING SPIDER-MAN TO BE IN DANGER, THE GIBBON BOUNDS ACROSS THE ROOF, WADING INTO THE NOW-POWERLESS CRIMINAL!

WUNNG

WHY... HE FOLDED UP LIKE A BROKEN CARD TABLE! HE WAS NO THREAT TO SPIDER-MAN... OR ANYONE!

SPIDER-MAN? HE'S GONE!

HEY, UP THERE! HELP'S ON THE WAY!

WE DON'T NEED ANY HELP NOW!

WOW! I'LL SAY! HEY, LIEUTENANT! THIS GUY HAS TOTALED THE BEETLE!

NO, YOU DON'T UNDERSTAND! I DIDN'T DO ANYTHING... REALLY! SPIDER-MAN...

DID THAT WEB-HEAD CREEP GIVE YOU ANY TROUBLE, KID?

WE COULD PUT OUT A WARRANT FOR HIS ARREST!

NO, NO! SPIDER-MAN'S NOT TO BLAME! IT'S ALL MY FAULT!

FAULT?! DON'T PUT YOURSELF DOWN, KID! THANKS TO YOU, WE'VE CAPTURED A DANGEROUS FELON!

HECK, YOU'RE A HERO!

MUCH LATER, AS NIGHT FALLS OVER THE CITY...

...AND ACCORDING TO POLICE LT. KRIS KEATING, THE HERO OF THE DAY IS THE GIBBON--WHO ENDED A DEADLY CONFRONTATION BETWEEN THE BEETLE AND SPIDER-MAN!

FILM AT ELEVEN!

GIBBON IS A MEAN DUDE!

HE SURE OUTCLASSED SPIDER-MAN!

TV APPLIANCE

BAR

SPIDER-MAN?! THAT OVER-RATED BUM? HE CAN'T EVEN FINISH HIS OWN FIGHTS! WHAT KINDA HERO IS THAT?

A TIRED ONE, PAL! A VERY TIRED ONE!

END

TO THE WORLD AT LARGE, **PETER PARKER** IS LITTLE MORE THAN A GRADUATE STUDENT AT NEW YORK'S EMPIRE STATE UNIVERSITY... JUST A GIFTED YOUNG SCHOLAR WHO GETS BY ON THE MODEST INCOME HE MAKES AS A FREELANCE PHOTOGRAPHER!

NOT EVEN PETER'S CLOSEST FRIENDS SUSPECT THAT HE IS ALSO... THE **AMAZING SPIDER-MAN!**

BUT HOW DID HE GAIN HIS AMAZING POWERS? WHY DOES HE RISK LIFE AND LIMB AS A COSTUMED ADVENTURER?

HERE ARE THE ASTOUNDING ANSWERS...

THE BIRTH OF A LEGEND!

ROGER STERN SCRIPTER * GREG LAROCQUE PENCILER * BOB WIACEK INKER * J. SIMEK LETTERER * G. WEIN COLORIST * TOM DEFALCO EDITOR * JIM SHOOTER EDITOR-IN-CHIEF

BASED ON THE ORIGINAL STORY BY **STAN LEE** AND **STEVE DITKO!**

THE AMAZING SAGA OF SPIDER-MAN ACTUALLY BEGAN SEVERAL YEARS AGO... IN THIS MODEST HOUSE IN THE FOREST HILLS SECTION OF QUEENS, NEW YORK.

IT IS HERE THAT MAY AND BEN PARKER LIVED WITH THEIR NEPHEW PETER. BEN THOUGHT THE WORLD OF THE BOY...

YOU'RE NOT FOOLIN' **ME**, PETEY! I KNOW YOU'RE AWAKE! C'MON, IT'S NEARLY TIME FOR SCHOOL!

GOSH, UNCLE BEN-- YOU'RE WORSE THAN A ROOM FULL OF ALARM CLOCKS!

AND TO MAY PARKER, THE SUN ROSE AND SET UPON HER NEPHEW...

I COOKED YOUR FAVORITE BREAKFAST, PETEY-- WHEATCAKES!

DON'T FATTEN HIM UP **TOO** MUCH, DEAR! I CAN HARDLY OUT-WRESTLE HIM **NOW!**

BUT IF PETER HAD A HAPPY HOME LIFE, THINGS WERE NOT AS PLEASANT FOR HIM AS A STUDENT AT MIDTOWN HIGH!

TO BE SURE, THE FACULTY WAS QUITE FOND OF THE BRIGHT, YOUNG HONOR STUDENT...

THIS PAPER IS EXCELLENT, PARKER! KEEP PRODUCING WORK LIKE THIS, AND YOU'LL BE A SHOE-IN FOR THE DORMAN SCHOLARSHIP!

I'LL DO MY BEST, SIR!

BUT, AS FAR AS HIS FELLOW STUDENTS WERE CONCERNED... WELL...

HEY, YA WANNA INVITE PARKER TO THE PARTY?

NOT UNLESS YOU WANT TO BRING IT TO A SCREECHING HALT! THAT WIMP HAS THE PERSONALITY OF CAFETERIA FOOD!

HE **IS** THE QUIETEST BOY I EVER SAW!

SOME STUDENTS INTERPRETED PETE'S SILENCE AS SNOBBERY... ACTUALLY, HE WAS JUST PAINFULLY SHY...

UH... SALLY? I DON'T SUPPOSE YOU'RE DOING ANYTHING TONIGHT... ARE YOU?

AS A MATTER OF FACT, I AM!

LOOK, PETER! YOU'RE A NICE GUY-- BUT YOU'RE JUST NOT MY TYPE!

NOW... FLASH THOMPSON! MMMM, HE'S *REALLY* MY TYPE!

SAL, YOUR GOOD LOOKS ARE TOPPED ONLY BY YOUR EXCELLENT TASTE!

BUZZ OFF, PARKER!

STILL, PETER KEPT TRYING...

SAY, THERE'S A GREAT NEW EXHIBIT AT THE G.T.L. SCIENCE HALL TONIGHT! ANYBODY WANT TO COME ALONG?

ON A NIGHT WHEN THE DIRT BAND'S IN TOWN? BE REAL, PARKER!

BRO-THER! CAN YOU BELIEVE THAT GUY? DOESN'T HE GET ENOUGH SCIENCE IN CLASS?

'BYE-BYE, PETEY! GIVE OUR REGARDS TO THE REST OF THE EGGHEADS!

FOR SOME, THE TEENAGE YEARS ARE FILLED WITH HEARTACHE...

HA HA HA HA

SOMEDAY I'LL SHOW THEM!

SOMEDAY THEY'LL BE SORRY...

...SORRY THAT THEY LAUGHED AT ME!

WHENEVER THE TAUNTS OF HIS CLASSMATES BECAME TOO MUCH TO BEAR, PETER WOULD ESCAPE INTO A WORLD HE COULD BETTER UNDERSTAND -- THE FASCINATING WORLD OF SCIENCE!

GTL

GOOD AFTER-NOON --

-- AND WELCOME TO THE GENERAL TECHTRONICS "EXPERIMENT IN RADIOACTIVITY!" I'M SURE YOU'RE ALL CONCERNED ABOUT THE GROWING LEVELS OF RADIATION IN OUR SOCIETY!

WELL, WE AT G.T.L. SHARE YOUR CONCERN. AND THAT'S WHY WE'RE WORKING TO SAFELY CONTROL RADIATION.

AND NOW, I'LL DEMONSTRATE JUST HOW SAFE OUR EQUIPMENT IS!

HOWEVER, DESPITE ALL THE PRECAUTIONS TAKEN BY THE SCIENCE HALL STAFF, THERE WERE NO SAFE-GUARDS TO PREVENT A TINY SPIDER FROM DESCENDING FROM THE CEILING...

HANGING ON ITS WEB, IT WAS ACCIDENTALLY EXPOSED TO A CONCENTRATED DOSE OF HEAVY RADIATION!

IN AGONY, THE DYING SPIDER SPUN ABOUT -- WAFTING THROUGH THE AIR, AND LANDING ON THE UNSUSPECTING HIGHSCHOOLER...

OW!

THAT SPIDER BIT ME! BUT WHY IS IT GLOWING THAT WAY? AND WHY IS THE BITE *BURNING* SO?!

BETTER BRUSH IT OFF BEFORE IT BITES AGAIN!

AFTER ALL, THERE'S NO TELLING WHERE IT'S BEEN!

THUUP

WOW! MY HEAD FEELS SO... STRANGE! MAYBE I SHOULD GET SOME AIR!

LOOKS AS THOUGH OUR EXPERIMENT UNNERVED YOUNG PARKER!

TOO BAD! HE MUST HAVE A WEAK STOMACH!

SOON...

I CAN'T SHAKE THIS CRAZY FEELING! IT'S AS THOUGH MY ENTIRE BODY IS CHARGED WITH SOME SORT OF FANTASTIC ENERGY!

WHAT'S HAPPENING TO ME?!

LOST IN THOUGHT, PETER WANDERED THROUGH AN UN-FAMILIAR NEIGHBORHOOD, WHERE...

HEY, GET A LOAD OF THIS JERK! LET'S HAVE SOME FUN WITH HIM!

BETTER WATCH WHERE YOU'RE GOING, SPECS! YOU MIGHT FALL DOWN AND HURT YOURSELF!

WHAT? S-STOP SHOVING ME!

SURE, WE'LL STOP-- IN AN HOUR OR SO! HAH-HA!

AND THEN, THE UNEXPECTED HAPPENED...

I SAID STOP!

WOMP!

OOOOOO

RALPHIE? WHAT DID HE DO TO YA?

I-I DON'T BELIEVE IT! I SHOVED THAT GUY BACK SO HARD THAT HE WAS KNOCKED OUT WHEN HE HIT THE WALL!

I GOTTA GET OUT OF HERE-- BEFORE HIS BUDDY KILLS ME!

FEARING FOR HIS LIFE, PETER SPRINTED DOWN THE BLOCK, AND OUT INTO A BUSY INTERSECTION. HE DIDN'T SEE A CAR SPEEDING TOWARDS HIM--

--BUT AN EERIE BUZZING IN HIS HEAD SEEMED TO WARN HIM OF THE DANGER. UNTHINKINGLY, HE LEAPT TO SAFETY!

BUT WHAT A LEAP IT WAS!

WHAT'S COME OVER ME? I-I'M SCALING THIS WALL AS EASILY AS I CAN WALK!

WELL, NOT QUITE AS EASILY! MY FEET DON'T SEEM TO ADHERE TO THE BUILDING AS WELL AS MY HANDS!

MY SHOES MUST INTERFERE SOMEHOW, AND--!

WHAT AM I THINKING OF? THIS IS IMPOSSIBLE!!

MOM! HEY, MOM-- LOOKIT! THAT GUY'S WALKING UP THE SIDE OF A BUILDING!

WHAT HAVE I TOLD YOU ABOUT LETTING YOUR IMAGINATION RUN WILD?

THAT DOES IT, YOUNG MAN-- NO MORE TV FOR A WEEK!

THIS IS INCREDIBLE! I REACHED THE ROOFTOP IN SECONDS!

OH, NO! I- I CRUSHED THIS STEEL VENT PIPE, AS THOUGH IT WERE PAPER!

BUT HOW? HOW?!

IT WAS THAT SPIDER! IT HAD TO BE!

SOMEHOW, IT MUST HAVE BEEN IRRADIATED DURING THE DEMONSTRATION! A-AND, ITS VENOM HAS CHANGED MY BODY CHEMISTRY!

I'VE BECOME A HUMAN SPIDER!

AMAZING! I CAN SKITTER ALONG THIS CABLE AS EFFORTLESSLY AS A SPIDER GLIDES ALONG ITS WEB!

MY ENTIRE GENETIC PATTERN MUST HAVE BEEN ALTERED! IT'S LIKE A MIRACLE! I HAVE THOSE BIZARRE POWERS...

...BUT WHAT WILL I DO WITH THEM?

BY THE TIME PETER REACHED HOME, DOUBT HAD BEGUN TO CLOUD HIS MIND...

DID I REALLY DO ALL THOSE WEIRD THINGS... OR WERE THEY HALLUCINATIONS?

OH, PETER, I'M SO GLAD YOU'RE HOME! I NEED YOU TO RUN AN ERRAND!

THE NATIONAL GUARD IS COLLECTING OLD CLOTHING FOR CHARITY, AND I WAS WONDERING IF YOU COULD TAKE THIS BUNDLE DOWN TO THE ARMORY FOR ME!

SURE, AUNT MAY...

...ANYTHING TO TAKE MY MIND OFF THIS MESS!

BUT, WHEN PETER PARKER REACHED THE ARMORY...

THE CHARITY PICK-UP? YEAH, IT'S AROUND IN BACK!

THAT'S QUITE A CROWD... WHAT'S GOING ON?

AW, SOME PROMOTER RENTED THE PLACE FOR A WRESTLING MATCH!

HMMM... THIS WOULD BE A GOOD CHANCE TO TEST MY POWERS-- AND SEE IF THEY'RE REAL!

$100 TO ANY MAN WHO CAN STAY IN THE RING THREE MINUTES WITH CRUSHER HOGAN

AND SO, IN A REMOTE CORNER OF THE ARMORY...

I DON'T WANT TO MAKE A FOOL OF MYSELF! IN CASE THOSE POWERS WERE JUST A DELUSION, I'LL MAKE UP A DISGUISE OUT OF THESE OLD CLOTHES!

THIS SIDE UP

AND, A FEW MINUTES LATER...

I'LL TRY FOR THAT HUNDRED DOLLARS, CRUSHER!

WELL, WELL! IF IT AIN'T A LITTLE MASKED MARVEL! STEP UP, SUCKER!

NOW JUST RELAX, SHORTY! I'LL TRY TO MAKE THIS AS PAINLESS AS POSSIBLE!

BUT...

THERE'S THAT ODD BUZZING SENSATION AGAIN! IT'S AS IF I'VE DEVELOPED SOME PRECOGNITIVE SENSE WHICH WARNS ME OF DANGER!

HEY!

IT WASN'T JUST A NUTTY DREAM! I CAN LIFT THIS BIG BRUISER AS IF HE WERE WEIGHTLESS! I HAVE THE SPEED, THE AGILITY, THE VERY PROPORTIONATE STRENGTH OF A SPIDER!

PUT ME DOWN! YOU WIN, DO YA HEAR? YOU WIN!

IF YOU SAY SO, CRUSHER!

YOU-- YOU'RE NOT ***HUMAN!*** ***NOBODY*** CAN DO THAT!

WANNA BET?

THAT WAS THE GREATEST ACT I'VE EVER SEEN!

SENSATIONAL! FANTASTIC! AND THAT MASK GIMMICK GAVE HIM JUST THE RIGHT TOUCH OF MYSTERY! HE WAS ***TERRIFIC!***

Y-E-E-A-A-H! THAT MASKED CHARACTER MAY BE JUST WHAT I'VE BEEN LOOKING FOR!

LISTEN, FRIEND, I'M A BOOKING AGENT-- AND I'M TELLING YOU THAT YOUR ACT COULD BE WORTH A ***FORTUNE!*** WHATEVER YOU DO, KEEP THE MASK ANGLE-- IT'S GREAT SHOWMANSHIP!

YOU'D BE A SMASH ON TV. HERE'S MY CARD... CALL ME!

TELEVISION? THANKS, I'LL THINK IT OVER!

SOON, ONCE OUT OF SIGHT...

I DID IT! ***I DID IT!*** WITH MY POWER I CAN DO ALMOST ANYTHING!

AND THERE'S MONEY IN IT! A FORTUNE, THAT GUY SAID! ***YEAH!***

BUT... SHOWMANSHIP? HE HASN'T SEEN ANYTHING YET!

ONE WEEK LATER, THE LIGHTS WERE BURNING LATE IN MIDTOWN HIGH'S CHEMISTRY LAB...

IT WAS SIMPLE TO GET THE PRINCIPAL'S PERMISSION TO USE THE LAB AFTER HOURS. THAT PROVES THAT IT PAYS TO BE AN HONOR STUDENT!

I'LL BET THAT FLASH THOMPSON COULDN'T GET PERMISSION TO USE A VOLLEYBALL AFTER HOURS!

IT'S A CINCH THAT HE DOESN'T HAVE THE SMARTS TO COME UP WITH THE FORMULA WHICH I'M PERFECTING!

I'VE BEEN STUDYING MULTI-POLYMER COMPOUNDS FOR THE PAST TWO YEARS--

-- AND IF MY THEORIES ARE CORRECT, THE ADHESIVE PROPERTIES OF THIS FLUID SHOULD ALLOW ME TO MAKE MY OWN "SPIDER'S WEB"!

YA-HOO! IT WORKS!!

THEY LAUGHED AND CALLED ME AN EGG-HEAD, DID THEY? WELL, ONLY A SCIENCE MAJOR COULD HAVE CREATED THIS!

TOMORROW, I'LL SEE IF I CAN MAKE THE DEVICE PORTABLE!

THE NEXT EVENING...

THESE MINATURIZED WEB-SHOOTERS SHOULD DO THE TRICK! I JUST POP IN A CAPSULE OF MY WEB-FLUID--

--AND *PRESTO!* WITH TWO TAPS OF THE PALM ACTIVATORS, I GET INSTANT WEBBING! AND WITH A QUICK ADJUSTMENT OF THE NOZZLE, I CAN GO FROM A FINE SPRAY OF WEBBING!

--TO A THIN STRAND OF WEBBING THAT'S STRONGER THAN PIANO WIRE!

THWIP

THWIP

NOW I'M *REALLY* A HUMAN SPIDER!

HMMM... HUMAN SPIDER! ANOTHER LITTLE BIT OF SHOW-MANSHIP JUST OCCURRED TO ME ...ONE THAT'LL KNOCK MY WOULD-BE AGENT OUT OF HIS TREE!

SOON...

I *THOUGHT* I'D HEARD THAT THE DANCE CLASS WAS THROWING OUT SOME BODY SUITS! THIS ONE'S LIKE NEW... JUST WHAT I NEED!

LATER...

WHEW! I THOUGHT I'D NEVER FINISH SILK-SCREENING THE PATTERN ONTO MY "SPIDER-CLOTHES," BUT THE RESULTS SHOULD MAKE IT ALL WORTHWHILE!

I FEEL FUNNY PUTTING THIS THING ON, BUT AT LEAST IT SEEMS TO FIT! I WONDER HOW THE WHOLE OUTFIT WILL LOOK WITH THE MASK AND GLOVES I MADE?

ALL RIGHT! HANG ONTO YOUR HATS, WORLD! HERE COMES *SPIDER-MAN!*

DAYS LATER...

AH-HAH-HA! NO, BUT SERIOUSLY, FOLKS... IT'S GREAT TO BE BACK IN NEW YORK FOR THIS SPECIAL!

AND SPEAKING OF SPECIAL, WE HAVE AN ACT FOR YOU TONIGHT WHICH, I THINK, IS ONE OF THE MOST INCREDIBLE THINGS I'VE EVER SEEN!

SONY

I'D JUST LIKE TO ASSURE THE FOLKS AT HOME THAT NO TRICK PHOTOGRAPHY IS INVOLVED IN WHAT YOU'RE ALL ABOUT TO SEE!

SO, WITH THAT IN MIND, LET'S HAVE A BIG HAND FOR... *THE AMAZING SPIDER-MAN!*

THROUGHOUT THE STUDIO AUDIENCE, AND IN HOMES ACROSS THE COUNTRY, THE REACTION WAS THE SAME...

I'M SEEIN' IT WITH MY OWN EYES, AND I ***STILL*** DON'T BELIEVE IT!

FOR THE NEXT THREE-AND-A-HALF MINUTES, SPIDER-MAN KEPT THE AUDIENCE ON THE EDGES OF THEIR SEATS WITH AN ACROBATIC DISPLAY SURPASSING THAT OF ANY OLYMPIC COMPETITION EVER HELD!

HOW WAS I, MAXIE?

YOU WERE GREAT, BUT DON'T SHOW 'EM ***TOO MUCH!*** ALWAYS LEAVE 'EM BEGGIN' FOR MORE!

AND, AS HIS FIRST TV APPEARANCE ENDED, SPIDER-MAN EXPERIENCED THE FIRST DIVIDEND OF FAME...

SPIDER-MAN, I'M FROM LIFE MAGAZINE! WE'LL PAY ANY PRICE FOR A PICTURE SPREAD!

SIGN WITH *ME!* I'LL GET YOU ON THE TONIGHT SHOW!

WAIT! WE WANT AN INTERVIEW!

SEE MY AGENT, BOYS! I'M BUSY!

YEESH! I THOUGHT I'D NEVER GET RID OF THOSE GUYS!

UH-OH! NOW WHAT?

STOP! STOP, THIEF! YOU IN THE COSTUME-- GRAB HIM!

NO! HE MADE IT TO THE EXPRESS ELEVATOR!

SO LONG, POPS!

THAT WAS A CLOSE ONE, BUT I'M SAFE NOW! BY THE TIME THAT SECURITY GUARD CALLS DOWN TO THE LOBBY, I'LL BE OUTTA HERE!

IT'S A LUCKY THING THAT GOON IN THE COSTUME DIDN'T STOP ME!

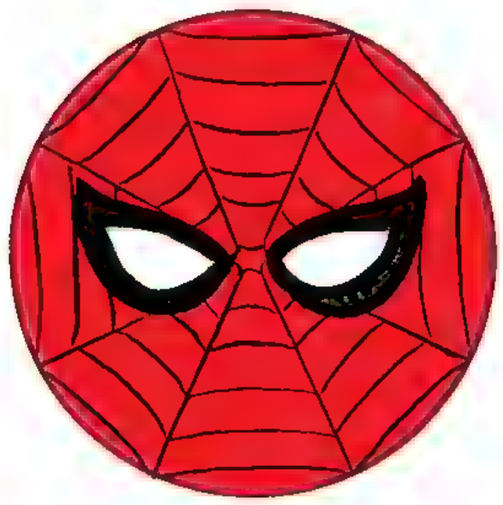
WHAT'S WITH YOU, MISTER?? ALL YOU HADDA DO WAS TRIP HIM, OR HOLD HIM FOR A MINUTE!

SORRY, PAL! THAT'S *YOUR* JOB! I'M *THROUGH* BEING PUSHED AROUND-- BY ANYONE! FROM NOW ON, I JUST LOOK OUT FOR NUMBER ONE! AND THAT MEANS *ME!*

WHY, I OUGHTTA--!

YEAH, *YEAH!* SAVE YOUR BREATH, BUDDY! I HAVE THINGS TO DO!

FOR PETER PARKER, SPIDER-MAN WAS AN ESCAPE VALVE! WHEN HE HID HIS FACE BEHIND THE GAUDY WEBBED MASK, IT SEEMED AS THOUGH THERE WAS NOTHING HE COULDN'T DO-- NO RISK HE COULDN'T TAKE! HIS FELLOW CLASSMATES PRACTICALLY IGNORED PETER ... BUT AS SPIDER-MAN, HE **COULDN'T** BE IGNORED!



EVEN SO, HIS HOMELIFE REMAINED UNCHANGED...

PETER, YOU KNOW THAT MICRO-SCOPE YOU'VE ALWAYS WANTED? YOUR UNCLE AND I BOUGHT IT FOR YOU THIS AFTERNOON!

GOSH, THAT'S TERRIFIC!

YOU'RE THE GREATEST FAMILY ANY FELLA EVER HAD!

THEY'RE THE ONLY ONES WHO'VE EVER BEEN KIND TO ME! I'LL SEE TO IT THAT THEY'RE ALWAYS HAPPY... BUT THE REST OF THE WORLD CAN GO HANG FOR ALL I CARE!

AND AT SCHOOL, NO ONE NOTICED THAT PETER'S ATTITUDE WAS CHANGING. THEY WERE TOO BUSY TALKING ABOUT THE LATEST SENSATION...

YOU GONNA CATCH SPIDER-MAN'S ACT TONIGHT, FLASH?

WOULDN'T MISS IT FOR THE WORLD, RALPHIE! THAT GUY IS REALLY SOMETHING! I'D GIVE ANYTHING TO MEET HIM!

THE STUPID JERKS!

IF THEY ONLY KNEW THAT THE MAN THEY ADMIRE IS THE SAME GUY THEY PUT DOWN FOR BEING A BOOKWORM! WELL, SOMEDAY THEY **WILL** KNOW!

AS SOON AS SPIDER-MAN MAKES ME COMFORTABLY WEALTHY, I'LL TELL THE WHOLE WORLD WHO HE IS!

THEN WE'LL SEE WHO LAUGHS AT ME!

IN THE DAYS THAT FOLLOWED, SPIDER-MAN'S FAME GREW AND GREW...

MAXIE SAYS THAT I'LL BE PULLING IN REAL MONEY AFTER ANOTHER FEW APPEARANCES! BUT I THINK I'LL EXPLODE, IF I DON'T TELL SOMEONE WHO I AM SOON!

I SUPPOSE I COULD TELL MAXIE -- AFTER ALL, HE **IS** MY AGENT. BUT FIRST, I WANT TO TELL AUNT MAY AND UNCLE BEN!

NEW YORKER
SPIDER-MAN
25¢ NEWSDAY
SPIDER-MAN
Variety 25¢
SPIDEY DOES
25¢ DAILY BUGLE
WHO IS THE SPIDER-MAN?

BUT, THAT EVENING, AS PETER RETURNED HOME...

I CAN'T WAIT TO SEE THEIR EXPRESSIONS WHEN I GIVE THEM THE NEWS!

HEY, WHAT'S THAT POLICE CAR DOING IN FRONT OF OUR HOUSE?

EXCUSE ME, OFFICER-- IS SOMETHING WRONG?

EH? OH, ARE YOU PETER PARKER?

YES, I AM! WHAT'S HAPPENED?

I'M AFRAID I HAVE SOME BAD NEWS FOR YOU, SON.

YOUR UNCLE HAS BEEN SHOT... MURDERED!

UNCLE BEN-- *DEAD?!* NO! NO, IT *CAN'T* BE!

WHO DID IT?? *WHO SHOT HIM??*

IT WAS A BURGLAR... YOUR UNCLE SURPRISED HIM! BUT DON'T WORRY, LAD, WE HAVE HIM TRAPPED! HE'S HOLED UP IN THE OLD ACME WAREHOUSE AT THE WATERFRONT! WE'LL GET HIM!

YOUR AUNT IS NEXT DOOR... THE NEIGHBORS ARE LOOKING AFTER HER! WAIT--!

NO, I'VE GOT TO GO! I'VE GOT TO *GET* HIM!

IF ONLY I'D BEEN HERE! WITH MY SPEED AND STRENGTH, I COULD HAVE OVERPOWERED THE BURGLAR, AND NO ONE WOULD HAVE BEEN HURT!

I DON'T CARE HOW TOUGH THE BURGLAR IS, HE'S NOT GETTING AWAY WITH THIS!

I KNOW ABOUT THE OLD ACME WAREHOUSE... IT'S BEEN DESERTED FOR YEARS! A KILLER COULD HOLD OFF AN ARMY IN THAT GLOOMY OLD PLACE!

BUT HE WON'T STOP *SPIDER-MAN!*

THE WAREHOUSE IS AT THE OTHER SIDE OF TOWN,,, BUT I'LL BE THERE IN **NO TIME!**

BOUNDING, LEAPING, AND SWINGING OVER THE CITY STREETS, THE AMAZING SPIDER-MAN COVERED MILES IN MERE SECONDS. HE WAS OBLIVIOUS TO EVERYTHING BUT HIS DESTINATION AND HIS THOUGHTS...

UNCLE BEN WAS LIKE A FATHER TO ME,,, MAYBE EVEN MORE THAN A FATHER! HE AND AUNT MAY WERE THE ONLY FAMILY I HAD IN THE WORLD!

AND NOW... HE'S **DEAD!** DEAD-- BECAUSE OF THE KILLER WHO'S HOLED UP--

"--IN THAT WAREHOUSE!"

HE'S IN THERE SOMEWHERE, CAPTAIN-- BUT HE'LL PICK US OFF LIKE FLIES IF WE CHARGE HIM!

I GUESS THAT DOESN'T GIVE US MUCH CHOICE! O'BRIEN, RADIO FOR THE S.W.A.T TEAM!

THAT'S ODD! I COULD'A SWORN I JUST SAW SOMETHING SWING PAST THE MOON!

AND, INSIDE THE WAREHOUSE...

ALL I GOTTA DO IS HOLD 'EM OFF TILL THE MOON GOES DOWN! THEN, I OUGHTTA BE ABLE TO SLIP AWAY IN THE DARK!

YOU'LL NEVER ESCAPE AGAIN, MURDERER!

HUH?? WHAT THE--???

SURPRISED TO SEE ME?

WELL, YOU'RE NOT *HALF* AS SURPRISED AS YOU'RE GOING TO BE!

NO!

I GOTTA GET OUTTA HERE! I GOTTA HIDE! I-I MUST BE *SEEIN'* THINGS!

THERE'S NO PLACE ON EARTH WHERE YOU CAN HIDE FROM *ME!*

AND DON'T THINK YOU'RE GOING TO USE THAT GUN!

THWIP

YOU WON'T SHOOT *ANYONE*-- NOT EVER *AGAIN!*

C'MON, YOU! GET UP! GET UP, SO I CAN HIT YOU AGAIN!

THAT... THAT FACE! IT... IT CAN'T BE!

IT'S THE FUGITIVE WHO RAN PAST ME! THE ONE I DIDN'T STOP WHEN I HAD THE CHANCE!

SHORTLY...

I HATE TO DO IT, BUT WE'LL HAVE TO RISK RUSHING HIM NOW! WE CANT AFFORD TO WAIT-- THERE'S TOO MUCH OF A CHANCE OF HIM SLIPPING BY IN THE DARK!

CAPTAIN-- LOOK!

WELL, I'LL BE--! IT'S HIM!

ON A... SPIDER'S WEB?

LOOK THERE! SWINGING OFF OVER THE ROOF-TOPS-- IT'S THAT SPIDER-MAN FELLA FROM TV!

HUH! I WONDER WHAT HIS HURRY IS?

YOU'D THINK THAT AFTER CAPTURING A KILLER HE'D WANT TO STICK AROUND AND GRAB SOME FREE PUBLICITY.

BUT AT THAT MOMENT, PUBLICITY WAS THE LAST THING ON SPIDER-MAN'S MIND...

MY FAULT... IT'S ALL MY FAULT!

IF ONLY I HAD STOPPED THAT BURGLAR WHEN I COULD HAVE! BUT I DIDN'T, AND NOW... UNCLE BEN IS DEAD!

I- IT'S ALMOST AS IF...

... I KILLED HIM.

LESS THAN FORTY-EIGHT HOURS LATER, THE MORTAL REMAINS OF BEN PARKER WERE LAID TO THEIR FINAL REST.

IT RAINED ALL THAT DAY.

ASHES TO ASHES... DUST TO DUST...

THE SIMPLE CEREMONY OVER, PETER LED HIS GRIEVING AUNT AWAY FROM THE BURIAL SITE...

AUNT MAY, WHY DON'T YOU LET REVEREND WEEKS DRIVE YOU HOME?

BUT WHAT ABOUT *YOU*, PETER? THE RAIN--!

I'LL BE ALL RIGHT. I... JUST NEED TO BE ALONE FOR A WHILE!

THE POOR BOY! I DO BELIEVE THAT HE'S TAKING BEN'S DEATH HARDER THAN I AM! IT'S ALMOST AS IF HE BLAMES HIMSELF!

INDEED, AS PETER WALKED THE STREETS, HE SEEMED HAUNTED...

ONE OF THE FINEST MEN I EVER KNEW IS DEAD, BECAUSE I WAS TOO CAUGHT UP IN MY OWN EGO TRIP!

BECAUSE I DIDN'T LIFT A FINGER TO HELP CATCH A CRIMINAL, AN INNOCENT MAN WAS KILLED! I'LL HAVE TO LIVE WITH THAT FOR THE REST OF MY LIFE!

I GAINED THESE INCREDIBLE POWERS THROUGH SOME SORT OF MIRACLE... BUT THE ONE TIME WHEN MY POWER COULD HAVE DONE SOME GOOD, I JUST STOOD THERE! I CAN'T LET THAT HAPPEN-- EVER AGAIN!

NO ONE-- NOT ONE MORE INNOCENT BEING WILL BE HARMED BECAUSE SPIDER-MAN FAILED TO ACT!

AND AS THE RAIN STOPPED, A SOLEMN YOUNG MAN STARED OFF INTO THE GROWING DARKNESS-- AWARE, AT LAST, THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY!

THE END

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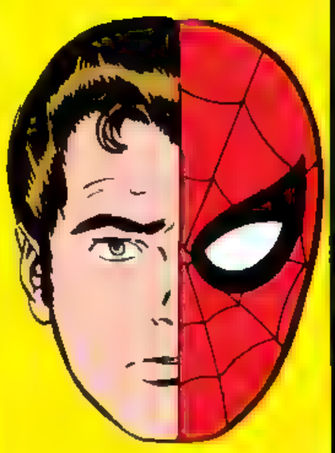

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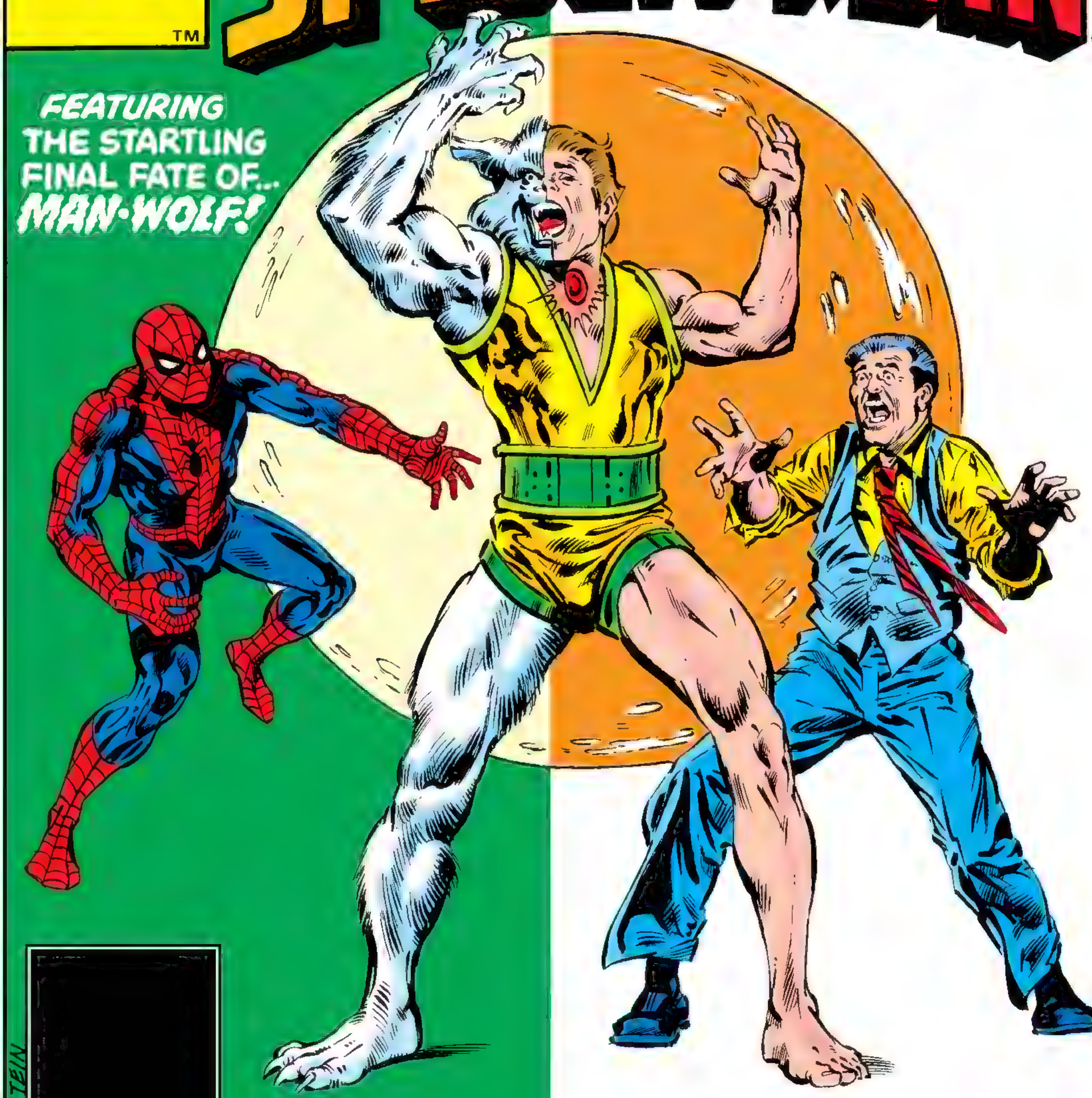
KING-SIZE ANNUAL!

PETER PARKER, THE SPECTACULAR

SPIDER-MAN®

FEATURING
THE STARTLING
FINAL FATE OF...
MAN-WOLF!



WEISS/RUBINSTEIN

DARK SIDE OF THE MOON!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter gained the arachnid's powers... and in effect, became a human spider...

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!®

DAVID KRAFT STORY / JIM SHERMAN & AL WEISS PENCILS / STEVE MITCHELL INKER / D. ALBERS, LETTERER B. SHAREN, COLORIST / TOM DEFALCO EDITOR / JIM SHOOTER EDITOR-IN-CHIEF

WASHINGTON SQUARE PARK, GREENWICH VILLAGE!

FIRST, LIGHTNING WOUNDS THE DARK NIGHT SKY! RAIN SPILLS IN TORRENTS FROM THE SHUDDERING CLOUDS. BUT, BEFORE ANYONE CAN REACT TO THE VIOLENCE OF THE SUDDEN STORM--

RRRYAAARRRR!

--THERE IS A BONE-CHILLING, INHUMAN HOWL, LIKE A SCREAM FROM THE BOWELS OF THE UNDERWORLD--AND, OUT OF A FLASH OF LIGHT STEPS-- THE MONSTER CALLED... MAN-WOLF!

I ♥ NY

DARK SIDE OF THE MOON

AMONG THOSE CAUGHT AMID RAINSTORM AND RAMPAGE...

...IS LANCE BANNON, ROOKIE NEWS PHOTO-GRAPHER FOR THE DAILY BUGLE!

THAT'S THE MAN-WOLF!

I REMEMBER READING NEWS STORIES ABOUT HIM! THEY THINK HE'S REALLY HUMAN--

--BUT, IN HIS WEREWOLF STATE HE'S A SAVAGE BEAST WHO LASHES OUT AT EVERYTHING THAT GETS IN HIS WAY!

IF I REMEMBER CORRECTLY, HE'S GOT THE STRENGTH OF TEN MEN--AND HE'S TOTALLY UN-CONTROLLABLE--

500 150 125 60 30 15 8 4 2 1

"--AND UNSTOPPABLE!"

RAAHHHHGGHH!

RUN! RUN FOR YOUR LIFE!

BUT HE'S ALSO GREAAAT FRONT PAGE COPY!

IF I JUST GET THESE PICTURES, IT'LL BE WORTH RUINING MY CAMERA IN THE RAIN!

WHEN MY FAVORITE NEWSPAPER PUBLISHER, J. JONAH JAMESON, SEES THESE--

--HE'S GONNA GIVE ME A BONUS BIG ENOUGH TO BUY THREE CAMERAS!

THE STORM APPEARED SUDDENLY, ITS FURY DRIVING UNWARY CITIZENS OUT OF THE PARK...

RAAHHGH!

MAN-WOLF DOES NO LESS!

RHEH?

THIS IS NO MERE WEREWOLF! HIS POWER IS NOT DERIVED FROM THE SUPERNATURAL, BUT FROM AN ALIEN POWERSTONE--A STONE WHICH TRANSFORMS MAN-WOLF INTO A CREATURE OF SHEER INSTINCT AND CONSTANT RAGE!

YAAAAAHHHRR!

I DON'T BELIEVE IT! HE LIFTED THE ENTIRE CAR!

HIS EYES BURN WITH FIRE-- BUT THEY HOLD NO MEMORY OF HUMAN ORIGIN!

RHAAAHHHGHH!

HE IS ONLY AWARE OF HIS BLOODLUST AND THE SEARING RAYS OF THE MOON... THE RAYS WHICH KEEP HIM IMPRISONED WITHIN THIS BEASTLY STATE...

SKASH!

NEARBY--AT EMPIRE STATE UNIVERSITY, WHICH BORDERS THE VERY PARK IN WHICH MAN-WOLF RAMPAGES--GRAD STUDENT PETER PARKER ASSISTS DR. CURT CONNORS ON A HIGHLY SPECIALIZED STUDY OF REGENERATIVE GENETICS...

DOC, I UNDERSTAND THE THEORY BEHIND THIS BIO-MAGNETIC CONVERTER, BUT...

PETER, I DON'T BLAME YOU FOR BEING SKEPTICAL! I'VE BEEN WORKING ON THIS PROJECT FOR YEARS, AND I STILL DON'T KNOW IF IT'LL EVER BE VIABLE!

BUT THINK OF THE POSSIBILITIES! IF WE COULD MAKE SLIGHT BIO-MAGNETIC ADJUSTMENTS IN THE BODIES OF CANCER PATIENTS, WE COULD FORCE THEIR BODIES TO REJECT THE CANCEROUS CELLS!

SUDDENLY...

UH-OH! MY SPIDER SENSE IS BUZZING LIKE A FOUR-ALARM FIRE! SOMETHING'S CAUSING A PANIC IN THE PARK... BUT THE RAIN AND THE NIGHT ARE OBSCURING MY VISION!

I HATE TO DO THIS TO DR. CONNORS, BUT I'D BETTER SEE WHAT'S SHAKING!

MY PART-TIME JOB AS A FREELANCE PHOTOG FOR THE DAILY BUGLE PAYS MOST OF MY BILLS, SO I CAN'T PASS UP ANY OPPORTUNITY TO SCORE A FEW BUCKS!

UH, DOC... I'M AFRAID I'LL HAVE TO CUT! I HAVE A RESEARCH PAPER DUE TOMORROW!

I UNDERSTAND, PETER. SORRY I KEPT YOU SO LATE!

PARKER'S A BRIGHT LAD, AND AN EXCELLENT TEACHING ASSISTANT, BUT HE ACTS SO ODD AT TIMES. HE ALWAYS SEEMS TO BE RUNNING OFF...

INDEED, AND MOMENTS LATER...

CAMERA'S ALL SET AND READY TO GO--

--AND SO AM I! IF I'M LUCKY I CAN SNAP ENOUGH ACTION PIXS TO COVER THIS WEEK'S FOOD BILL!

AFTER ALL, WE FRIENDLY NEIGHBOR-HOOD SPIDER-PEOPLE HAVE TO EARN A LIVING, TOO. WE CAN'T APPLY FOR FEDERAL SUBSIDIES!

EXIT: STAGE DOWN!

LET'S SEE WHO'S CAUSING ALL THE TROUBLE...

MAN-WOLF!

I--I DON'T BELIEVE IT! I THOUGHT YOU WERE DEAD. I SAW YOU FALL OFF THE TOP OF THE BROOKLYN BRIDGE AND VANISH IN A FLASH OF LIGHT*... AND I'VE BEEN TEARING MY GUTS OUT ABOUT IT EVER SINCE!

THOKK!

ARRRR!

GOTTA GET CONTROL OVER MYSELF--GOTTA REMEMBER THAT MAN-WOLF ISN'T SOME POWER-CRAZED SUPER-VILLAIN! HE'S A MAN, A GOOD MAN--A FORMER ASTRONAUT, AND J. JONAH JAMESON'S ONLY SON.

*SEE AMAZING SPIDER-MAN #190. --TOUT 'EM TOM.

GRAAAAH!

WOK!

UFFF! THAT WAS CARELESS! I FORGOT HOW FAST MANNY IS... AND GAVE HIM A CHANCE TO GRAB ME!

IF THIS IS THE REAL MAN-WOLF, WHERE HAS HE BEEN ALL THIS TIME?

ONE THING'S FOR SURE--HE PACKS THE SAME WALLOP AS THE REAL McCOY!

LET'S FACE IT--RIGHT NOW IT DOESN'T MUCH MATTER WHERE HE'S BEEN!

IT'S UP TO YOURS TRULY TO TRY TO STOP HIM BEFORE HE ACCIDENTALLY KILLS SOMEBODY! AND I DON'T DARE HARM HIM--

--BECAUSE IF HE IS THE REAL MAN-WOLF, HE'S ALSO JONAH JAMESON'S SON... AND OLD FLAT-TOP WOULD NEVER FORGIVE ME!

TWIP

HEY, FANGS! YOU CAN'T RUN AROUND IN THE RAIN LIKE THAT! HERE'S SOME NICE COZY WEBBING TO KEEP YOU WARM AND DRY!

RHAAAHHGGHH!

HEY! TAKE IT EASY WITH THAT STUFF! THOSE ARE DESIGNER WEBS!

THEN, LEAPING TO A NEARBY BUILDING, MAN-WOLF DIGS HIS CLAWS INTO HARDENED BRICK AND MORTAR, AND BEGINS CLIMBING UPWARD...

SHEESH I'LL HAVE TO CRAWL UP AFTER HIM! I WAS HOPING THE RAIN WOULD SLOW HIM DOWN--IT'S SLOWING *ME* DOWN INSTEAD!

I'D BETTER PLANT A SPIDER-TRACER ON HIM IN CASE I LOSE HIM IN THE STORM!

25

REACHING THE TOP FLOOR, MAN-WOLF EMPLOYS HIS FANTASTIC STRENGTH AND...

HE'S STRONGER THAN EVER! HE RIPPED OUT THAT WALL WITHOUT EVEN TRYING!

FOR ME, HAIRY? YOU SHOULDN'T HAVE!

RHAAAHHHGGHH!

WHY DON'T YOU JUST PUT IT BACK FOR THOSE NICE PEOPLE?

NO! HE THREW THE WALL TOWARD THE CROWDED STREET BELOW!

HAVE TO SNAG IT BEFORE IT FLATTENS THOSE INNOCENT PEOPLE!

TWIP

GOT IT!

BUT I CAN'T STOP ITS MOMEM-TUM--!

SKAMM!

MY ARMS FEEL LIKE THEY'VE BEEN YANKED COMPLETELY FROM THEIR SOCKETS! IT TOOK ALL MY STRENGTH --MY SPIDERY SKILL-- TO HANG ON!

THEN, AFTER GENTLY LOWERING THE SHATTERED WALL TO THE PAVEMENT BELOW...

MANNY'S GONE! AND I'M TOO WHIPPED TO FOLLOW HIM NOW!

BESIDES, I'D BETTER MAKE TRACKS BEFORE PEOPLE START BLAMING ME FOR ALL THE DAMAGE!

LATER, THE RAIN STOPS AND THE RIM OF THE HORIZON IS LIMNED BY THE FIRST SILVER TONGUE OF DAWN!

MAN-WOLF IS AN UNTHINKING CREATURE, BUT HE FINDS HIMSELF DRAWN TO THIS OLD BUILDING...

IN THIS TWISTING STAIRWELL AND STARKLY LIT HALL-WAY...

...IS A SENSE OF WARMTH AND COMFORT!

BUT THE MAN-WOLF KNOWS ONLY ONE MODE OF REQUEST!

THAM! THAM! THAM!

WHO?!

IT'S FIVE IN THE MORNING! I'VE BEEN UP ALL NIGHT TRYING TO FINISH THIS COVER PAINTING!

I'M CERTAINLY NOT EXPECTING VISITORS-- HEAVY-HANDED OR OTHERWISE!

EVER SINCE SHE HEARD OF THE DEATH OF THE MAN SHE LOVES, **KRISTINE SAUNDERS** HAS BURIED HER-SELF IN HER WORK, TRYING TO FORGET!

YET, STRANGELY, EVERY TIME SHE ANSWERS THE DOOR, SHE PRAYS AND HOPES...

IT... IT CAN'T BE!

JOHN! IS THAT YOU?!?

TONIGHT, HER PRAYERS ARE ANSWERED...

KRISTINE, PLEASE...

... HELP ME!

SHE FAINTED! CAN'T BLAME HER! SOMEHOW I'M BACK ON EARTH...

... BUT I DON'T KNOW WHERE I'VE BEEN OR HOW LONG I'VE BEEN GONE!

I ONLY KNOW THAT, ONCE AGAIN, I WAS THE KILLER-BEAST CALLED-- *MAN-WOLF!*

LATER THAT MORNING, IN THE EDITORIAL OFFICES OF THE DAILY BUGLE...

THESE PHOTOS OF SPIDEY AND MAN-WOLF ARE THE BEST I'VE EVER TAKEN--BUT I CAN'T BRING MYSELF TO HAND THEM IN.

JAMESON HAS LEARNED TO LIVE WITH HIS SON'S DEATH! I CAN'T GET HIS HOPE UP UNTIL I HAVE REAL PROOF THAT JOHN JAMESON IS ALIVE!

JUST THEN...

JAMESON! HOLD THE PRESSES!

PARKER, IT LOOKS LIKE BANNON'S SCOOPED YOU AGAIN!

YEAH! I'LL BET OL' HURRICANE MOUTH WILL BE PLEASED!

BANNON COULDN'T HAVE GOTTEN PICTURES OF SPIDEY, AND YET...

BUT, INSIDE JAMESON'S OFFICE...

MAN-WOLF?!?

HOW DARE YOU BRING ME THESE PICTURES? SPIDER-MAN MURDERED THE MAN-WOLF MONTHS AGO! EVERYBODY KNOWS THAT!

JONAH, I TOOK THOSE LAST NIGHT! I...I DON'T UNDERSTAND!

YOU'LL UNDER-STAND THIS--

GET OUT!

THE DOOR OF JONAH'S OFFICE SLAMS SHUT, MUFFLING THE STACCATO RHYTHMS OF CLACKING TYPEWRITERS...

OH, GOD!

A WOUND, NEVER QUITE HEALED, HAS BEEN CRUELLY REOPENED.

IS IT POSSIBLE? CAN HE STILL BE ALIVE?

MOMENTS LATER, SPIDER-MAN IS SWINGING HIGH OVER THE CITY, FOLLOWING THE STEADY SIGNAL BROADCASTED BY HIS SPIDER-TRACER...

POOR JONAH! THE SHOCK WAS EVEN WORSE THAN I IMAGINED! NOT THAT I BLAME HIM!

SOMEHOW, HE SEEMED BETTER ABLE TO DEAL WITH THE THOUGHT OF HIS SON BEING DEAD-- RATHER THAN A NIGHT-STALKING MONSTER!

STILL, I OWE IT TO OLD FLAT-TOP TO FIND OUT IF THAT WEREWOLF I FOUGHT LAST NIGHT WAS REALLY HIS SON JOHN!

THE SIGNALS ARE COMING FROM THIS BUILDING!

NO ONE'S HERE EXCEPT THAT WOMAN!

WAIT ONE MINUTE--!

SOMEONE IS BEHIND HER-- REACHING FOR HER FROM OUT OF THE SHADOWS!

MY SPIDER-TRACER LED ME HERE! THAT FIGURE MUST BE MAN-WOLF!

IT'S TIME FOR SPIDER-ACTION AS YOU LIKE IT!

AND... AWAAAY WE GO!

GREETINGS, TROOPS! IT'S FUN AND GAMES TIME, AGAIN!

SKASH

SPIDER-MAN!

BUT HOW-- WHY?!?

IT'S ALL RIGHT, KRISTINE!

SPIDER-MAN, I'M GLAD YOU'VE COME! I REALLY NEED YOUR HELP!

SO! YOU REALLY ARE JOHN JAMESON! BUT WHERE HAVE YOU BEEN ALL THIS TIME? WHAT HAP-PENED TO YOU?

I... DON'T KNOW. MY MEMORY IS HAZY... JUMBLED!

THE MEMORIES I DO RE-TAIN ARE ONES I'D TRULY LIKE TO FORGET! MY LIFE HAS BEEN A LIVING NIGHTMARE FOR YEARS...

"IT ALL BEGAN ON THE MOON! I WAS AN ASTRONAUT LOOKING FOR A SOUVENIR OF MY HISTORIC JOURNEY! I FOUND ONE ALL RIGHT-- THE MOONSTONE--

"... A SENTIENT STONE WHICH ATTACHED ITSELF TO MY THROAT-- BECAME A LIVING PART OF ME--AND, WHEN EXPOSED TO MOONLIGHT TRANS-FORMS ME INTO A *MAN-WOLF!*

"MY LAST COHERENT MEMORY IS OF OUR BATTLE ON THE BROOKLYN BRIDGE...

THE MOONSTONE HAS MANY STRANGE, UNEXPLAINABLE PROPERTIES. I CAN'T EVEN GUESS WHERE IT MIGHT HAVE TRANSPORTED ME!*

IF ONLY SOMEONE COULD HELP ME-- AND CURE ME OF THIS CURSE!

I... I MAY KNOW SOMEONE!

*YOU'D KNOW IF YOU HAD READ *MARVEL PREMIERE* #41.--T.

DR. CURT CONNORS! HE'S HAD EXPERIENCE WITH STRANGE MUTATIONS AND HUMAN METAMORPHOSES!

DO YOU THINK THERE'S A CHANCE? I'M ALMOST AFRAID TO HOPE!

THE MAN-WOLF IS TOO DANGEROUS--TOO GREAT A THREAT! HE MUST BE STOPPED--PERMANENTLY! I JUST CAN'T LIVE WITH MYSELF ANY LONGER...

BUZZZZZZ

SETTLE DOWN, PAL! SOMEONE'S AT YOUR DOOR...

KRISTINE! I CAME AS SOON AS YOU CALLED! I...

YOU!

WHAT ARE YOU DOING HERE, YOU WEB-HEADED MURDERER?!? I'LL BET YOU FOUND OUT THAT YOU HADN'T SUCCEEDED IN KILLING MY SON... AND CAME BACK TO FINISH THE JOB!

'SCUSE ME FOLKS, BUT I GET EMBARRASSED BY SUCH GENUINE AFFECTION! I'LL GET IN TOUCH LATER...

BRO-THER!

SPIDER-MAN VANISHES...

THEN...

JOHN! IT REALLY IS YOU! I... I...

I'VE MISSED YOU, DAD!

I--I THOUGHT YOU WERE DEAD! I'D LOST ALL HOPE! BUT NOW, EVERYTHING WILL BE FINE. WE'LL NEVER BE SEPARATED AGAIN!

I WISH I COULD BELIEVE THAT... BUT THE MAN-WOLF STILL STANDS BETWEEN US! I HAVE TO END HIS LIFE... EVEN IF IT MEANS ENDING MY OWN!

SOMETIME LATER, IN E.S.U.'S HALL OF PHYSICS...

GET ON WITH IT, CONNORS!

RELAX, MR. JAMESON! WE'RE HERE TO HELP YOUR SON!

AS SPIDER-MAN HAS TOLD YOU-- I'VE BEEN WORKING ON A RADICAL TREATMENT FOR CANCER--

--A PROCESS WHICH FORCES THE BODY TO REJECT PARASITIC GROWTHS BY READJUSTING ITS BIO-MAGNETIC FIELD!

SPIDER-MAN BELIEVES--AND I AGREE--THAT A SIMILAR PROCESS CAN CAUSE JOHN'S BODY TO REJECT THE MOON-STONE!

UNFORTUNATELY, IT WILL TAKE TIME TO STUDY THE SITUATION! UNTIL THEN, WE'LL HAVE THE PROBLEM OF CONFINING MAN-WOLF!

PREPOSTEROUS! SON, YOU CAN'T LET THIS MAD SCIENTIST EXPERIMENT ON YOU!

DAD, I MUST! I'M A DANGER TO EVERYONE!

THIS VAULT WAS USED IN THE EARLY SIXTIES FOR RESEARCH WITH RADIOACTIVE COMPOUNDS. SINCE THEN, THE UNIVERSITY DISCONTINUED SUCH EXPERIMENTS!

YOU'RE GOING TO IMPRISON MY SON IN THERE?

BACK OFF, KEWPIE! YOU'RE BREATHING ON ME!

THE VAULT IS COMPOSED OF TITANIUM STEEL, AND THE VAULT IS HEAVILY SHIELDED! I DON'T THINK THE INCREDIBLE HULK COULD BREAK OUT OF IT.

WE CAN MONITOR JOHN'S BIO-PROCESSES FROM OUT HERE!

WELL, LET'S GET SHAKING! IT'S GETTING LATE, AND THE MOON'S SUPPOSED TO BE FULL TONIGHT!

ONE MOMENT LATER, JOHN JAMESON IS SEALED WITHIN THE VAULT!

RRRR!

IT IS NOT A MOMENT TOO SOON!

CONFUSED AND ANGRY, THE MAN-WOLF TRIES TO UNDERSTAND HIS NEW SURROUNDINGS!

GAAAAYAARR!

ONLY ONE THOUGHT FLARES IN HIS DIM CONCIOUSNESS--

SLAM

-- THE HUNGER FOR FREEDOM!

HE MUST ESCAPE! HE MUST BE FREE!

BUT, THOUGH HE TEARS AT THE WALLS -- THOUGH HE STRAINS HIS INCOMPARABLE STRENGTH AND ANIMAL PROWESS TO THEIR LIMITS --

-- HE CANNOT FREE HIMSELF!

DAWN FINDS HIM COLLAPSED -- IN A STATE OF EXHAUSTION AND DELIRIUM!

STOP ME ... PLEASE...

...DON'T LET ME... HURT...

...DON'T LET ME... KILL...

HIS BIO-PROCESSES ARE ALL STRAINED, BUT HE'LL BE FINE!

FINE?!?

JONAH! I'M REALLY TRYING TO CONTROL MYSELF! IT ISN'T POLITE TO HIT SOMEONE WHO'S EMOTIONALLY DISTRESSED...

ARE YOU BOTH CRAZY? THAT'S MY SON IN THERE! YOU'RE TORTURING HIM -- KILLING HIM!

...EVEN IF HE IS A LOUD-MOUTHED PEA-BRAIN!

THEN, SOMETIME LATER, AFTER JOHN JAMESON HAS BEEN RELEASED FROM HIS STEEL PRISON...

SPIDER-MAN, WE'VE BEEN HERE ALL NIGHT! JONAH'S SO WIRED UP, HE'S LIABLE TO HAVE A SEIZURE! AND JOHN IS SO DEPRESSED! I'M AFRAID...

WE'LL GET HIM THROUGH IT... SOMEHOW!

I HOPE!

I'M CERTAIN MY BIO-MAGNETIC TECHNIQUE CAN HELP YOU... BUT THERE'RE PROBLEMS...

THIS X-RAY CONFIRMS THAT THE MOONSTONE'S ROOTS ARE WOVEN THROUGHOUT YOUR CIRCULATORY SYSTEM. THESE ROOTS MUST BE ACTIVE FOR THE REJECTION PROCESS TO WORK! YOU'LL HAVE TO BE MAN-WOLF WHEN WE BEGIN THE PROCESS!

WE MUST FIND A WAY TO SEDATE MAN-WOLF LONG ENOUGH TO PERFORM THE OPERATION!

AND, I MUST CAUTION YOU THAT I HAVE NO WAY OF KNOWING WHAT EFFECT REJECTION WILL HAVE ON YOUR NERVOUS SYSTEM!

DOC, DON'T WORRY ABOUT THE DANGER! I'LL TAKE ANY RISK!

RID THE WORLD OF MAN-WOLF--

--ANY WAY YOU CAN!

LISTEN TO THEM! THEY HAVE BRAINWASHED HIM INTO THINKING HE'S A MENACE!

DON'T WORRY, JOHN! I'M WATCHING OUT FOR YOUR INTERESTS, SON! AND I'LL DECIDE WHAT'S BEST FOR YOU!

DR. CONNORS PERFORMS NUMEROUS TESTS BEFORE NIGHTFALL. THEN, ONCE MORE, JOHN JAMESON IS PLACED WITHIN THE VAULT...

AHHH!

I CAN FEEL IT!

I'M CHANG-ING!

THE SPEAKER SYSTEM IS WORKING!

GOOD! HE MAY GIVE US SOME CLUE AS TO HOW HIS TRANSFORMATION IS BROUGHT ABOUT!

KEEP A CLOSE EYE ON THOSE LIFE-SYSTEM MONITORS!

MEANWHILE...

LISTEN TO THEM--CONSPIRING! I WAS RIGHT NOT TO TRUST THEM!

LET ME OUT! PLEASE!

THAT'S JOHN! THEY'RE KILLING HIM!

SO! THERE IS A MOMENTARY STATE WHEN HE'S CAUGHT BETWEEN HUMAN AND MONSTER!

I KNEW THIS WAS WRONG! GOD, HOW COULD I LET IT GO ON THIS LONG?

I'VE GOT TO SAVE MY SON!

THIS IS A FAMILY PROBLEM! JOHN AND I WILL SOLVE IT TOGETHER!

WHA--?!?

JAMESON!

NO!

YOU THICK-HEADED NUMBSKULL! YOU DON'T KNOW WHAT YOU'RE DOING!

I KNOW BLASTED WELL WHAT I'M DOING! I'M TAKING MY SON TO A HOSPITAL WHERE HE CAN GET PROPER MEDICAL CARE!

JOHN, CAN YOU HEAR ME? YOU'RE SAFE NOW!

GRAAHHYAAR!

WHAM!

OH, BOY! HERE WE GO AGAIN!

DOESN'T ANYTHING SLOW YOU DOWN?

GRRRRRRR!

RAAAHHGGH!

WHAM

REEK!

LET ME SEE IF I CAN GUESS WHAT YOU'RE GONNA DO WITH THAT!

CHUNGG!

GEE, I WAS RIGHT!

NO, HUH?

WITHOUT THAT DOOR, WE CAN'T KEEP MAN-WOLF IMPRISONED! SO WHAT HAPPENS NOW?

MEANWHILE, DOWN THE HALL, AN E.S.U. SECURITY GUARD IS DRAWN BY THE STRANGE SOUNDS!

I KNOW SOME HOT-SHOT SCIENTIST IS USING THIS LAB--

--BUT, HE AIN'T SUPPOSED TO WRECK THE PLACE! SOUNDS LIKE AN EARTH-QUAKE INSIDE!

WHAT THE--?!?

THAT'S THE CREATURE THAT APPEARED IN THE PARK THE OTHER NIGHT!

THIS CAN'T BE HAPPENING! I-IT'S LIKE SOME KINDA WILD *NIGHT-MARE!*

NO!

CRACK!

YOU CAN'T!

A SHOT!

OH, NO! WHERE'D THAT GUARD COME FROM?

EASY, SPIDEY! HE'S JUST DOING HIS JOB--

--AND YOU'D BEST KEEP YOUR MIND ON YOURS--

--OR FANG-FACE'LL CREAM YOU!

RRAAAHHGG!

BARELY LEAPED AWAY IN TIME!

YAAAAHHHRRR!

GET OUTTA MY WAY, LADY! THAT CREATURE'S GONNA TEAR US APART!

NO!

HE WON'T HARM US!

NO MATTER WHAT'S HAPPENED--

--SOMEWHERE DEEP INSIDE THAT BEAST IS THE MAN I LOVE!

JOHN, LISTEN TO ME, PLEASE! WE'RE TRYING TO HELP YOU-- TO CURE YOU!

WE--I LOVE YOU!

FOR A MOMENT, THE MAN-BEAST HESITATES! HIS BROW FURROWS AS HE TRIES TO UNDERSTAND. THE STRANGE AND CONFLICTING EMOTIONS WHICH SUDDENLY TEAR AT HIS VERY SOUL.

HE FAILS.

COILING UP ALL HIS SAVAGE FURY, HE PREPARES TO LUNGE FOWARD ...

BUT THEN...

UH-UH, WOLFIE!

RUN, KRISTINE! YOU ALLOWED ME TIME TO GET A SECOND WIND!

THE MAN INSIDE IS TOO DEEPLY BURIED! HE'LL KILL YOU IF YOU GIVE HIM HALF A CHANCE!

GO ON! GET OUT OF HERE!

THE FEWER BYSTANDERS I HAVE TO WORRY ABOUT, THE BETTER!

PLEASE -- DON'T HARM HIM!

WHAT ABOUT ME?

I'LL BE LUCKY IF I CAN WEAR HIM DOWN BEFORE HE KILLS ME!

HAVE TO KEEP MOVING -- LEAPING -- DODGING!

MAYBE I CAN TIRE HIM OUT BY JUST KEEPING OUT OF HIS...

...REACH?!?

AWW, FANGS--

PUT THE NICE SPIDEY DOWN! C'MON, PRETTY PLEASE?

UHHGGN!

THAT'S WHAT I LIKE -- COOPERATION!

KRASH!

ONE THING'S FOR SURE-- IF THIS CONTINUES MUCH LONGER, WE'RE GOING TO HAVE ONE HOSPITALIZED SPIDER-MAN...

...AND ONE VERY DANGEROUS MAN-WOLF LOOSE ON THE STREETS!

HAVE TO END THIS QUICKLY!

TIME IS RUNNING OUT...FOR ME...

...FOR EVERYONE!

EVERY MUSCLE IN MY BODY IS SCREAMING--

--BUT MAYBE I CAN PUT EVERY OUNCE OF MY SPIDER-STRENGTH INTO ONE SINGLE, FOCUSED BLOW!

I USUALLY PULL MY PUNCHES, BUT I CAN'T RISK HOLDING BACK!

I HOPE THIS HURTS YOU MORE THAN IT DOES ME!

DAK-KOW

I DON'T BELIEVE IT! I FINALLY PUT HIM OUT!

I THINK I BROKE MY HAND, BUT I HAD NO OTHER CHOICE!

SPIDER-MAN! IS HE...?

STILL BREATHING! SORRY, I CAN'T CHAT--

--I'VE GOT TO GET HIM UPSTAIRS BEFORE HE COMES TO!

BLAST YOU, WALL-CRAWLER! BRING MY SON BACK HERE!

IT'S OKAY, JONAH! I REALLY BELIEVE THAT!

THEN, AFTER A QUICK DASH UP-STAIRS...

GET HIM SHACKLED DOWN ON THE TABLE-- FAST!

BELIEVE ME... YOU DON'T HAVE TO TELL ME TWICE!

WITHIN MOMENTS, DR. CURT CONNORS HAS MADE ALL THE NECESSARY PREPARATIONS. THEN, A THIN MAGNETIC BEAM FOCUSES UPON MAN-WOLF'S CHEST...

DO IT, DOC! OL' FANG-FACE ISN'T GOING TO BE SNOOZING ALL NIGHT!

NO! YOU'RE KILLING HIM! MURDERING HIM!

JONAH, PLEASE TRY TO UNDER-STAND...

LISTEN, MEATHEAD! I'VE BEEN RISKING MY *LIFE* TO SAVE YOUR SON! BUT, IF WE CAN'T HAVE YOUR COOPERA-TION, HE IS AS GOOD AS DEAD!

FOR ONCE IN YOUR LIFE-- SIT DOWN AND SHUT UP!

BLAST! IT'S NOT WORKING! THE BEAM ISN'T CONCENTRATED ENOUGH...

THE HOUSING TRACK WOULD HAVE TO BE ABOUT TEN FEET LONGER TO GIVE US A BEAM WITH THE PROPER INTENSITY...

SO WHAT DO WE DO?

DO? THERE'S NOTHING WE CAN DO!

WAIT--!

LOOK! THE TRACK IS SHORT-CIRCUITING! IN SECONDS THAT HOUSING WILL COME CRASHING DOWN!

AND SO WILL OUR CHANCES OF EVER CURING THE MAN-WOLF!

DON'T WORRY, DOC! I DIDN'T GO THROUGH ALL THIS TO FAIL NOW...

ONE HANDY-DANDY SPIDER-HOIST COMING UP!

THWIP!

THWIP!

GOT IT!

NOW COMES THE HARD PART!

STRAINING EVERY FIBER OF HIS BEING, SPIDER-MAN BEGINS PULLING THE HOUSING BACK INTO POSITION...

DESPITE THE PAIN IN HIS LIMBS, DESPITE THE EXHAUSTION WHICH NUMBS HIM, HE KEEPS GOING...

I'M SWAYING ALREADY--CAN HARDLY KEEP MY BALANCE! BUT THERE'S ONLY ONE WAY TO SAVE JOHN JAMESON!

HAVE TO PULL THIS HOUSING UP BEYOND THE LIMIT OF ITS TRACK--

--AND GIVE DR. CONNORS THE ADDITIONAL TEN FEET HE NEEDS!

AT THAT MOMENT, BELOW, THE MAN-WOLF WAKENS. THERE IS A DULL THROBBING IN HIS HEAD. IT MAKES HIM ANGRY!

THEN...

SNAKK!

GRAHHHH!

BUT, SUDDENLY, THE CONCENTRATED BIO-MAGNETIC BEAM FOCUSES ON THE MOONSTONE...

ZZAAAKK!

THE SOUND THAT FILLS THE CHAMBER THUNDERS WITH BOTH ANGER AND PAIN.

REVERBERATING, IT GAINS VOLUME-- TEARING AT THE EARS OF ITS AUDIENCE!

STOP IT!

THAT MACHINE IS KILLING MY SON!

BUT THEN, SUDDENLY, ASTONISHINGLY...

WHA--? I CAN THINK AGAIN!

IT WORKED!

CONNORS! YOUR GIZMO WORKED!

I'M...

UHHNN SUDDEN PAIN!

OH, NO! NO, GOD! NOOO!

ARRRGGHHH!!

OH, NO! JAMESON REVERTED BACK INTO MAN-WOLF--AND HE SMASHED CONNORS' MACHINE!

SPANG

THE MAN-WOLF IS LOOSE--AND THERE'S NOTHING TO STOP HIM NOW!

SUDDENLY, MAN-WOLF ARCHES UP AGAIN. HIS MUSCLES TENSE AND THE NOW-FAMILIAR HOWL OF UNCOMPREHENDING TORMENT COMES FROM DEEP WITHIN HIS THROAT!

ARRRGH!

I- I'M MYSELF AGAIN! NO!

I'M SOMETHING ELSE--NOT MAN, --NOT MONSTER!

I CAN'T BE CONTROLLED! I CAN'T BE TRUSTED!

I MUST END IT ALL--HERE AND NOW!

ZZZZTT

NO! I WON'T LET YOU ELECTROCUTE YOURSELF!

WE DON'T KNOW YET THAT THE TREATMENT DIDN'T WORK--THE EFFECTS MAY NEED *TIME*!

SPIDER-MAN, YOU FOOL--WE DON'T HAVE ANY TIME! I CAN FEEL MYSELF CHANGING!

GRAAHHHGG!

STOP THIS! *NOW!*

RAAHHHGG?

JOHN! YOU MUST LISTEN TO ME, BLAST IT!

YOU'RE NOT A BEAST! YOU'RE NOT A QUITTER!

YOU'RE MY SON, DO YOU HEAR ME? YOU'RE A JAMESON! ACT LIKE A MAN!

RRRRRRR...!

FIGHT IT, DAMN YOU! YOU'RE NOT A MONSTER!

FIGHT IT, SON!

FOR ME... FOR US...

RAAAHHHHHGG!

SUDDENLY, MAN-WOLF CONVULSES AND THE TRANSFORMATION OCCURS AGAIN!

DAD, I COULD'VE KILLED YOU! GET AWAY FROM ME-- PLEASE!

NO! NO! NO! WE CAN BEAT THIS! DO YOU HEAR ME? I WON'T LET YOU GIVE UP!

DAD--!

THIS TIME THE CHANGE IS SO FAST, JONAH DOESN'T EVEN HAVE TIME TO REACT...

GRRHHHHHHHHHH!

CHUKK!

THEN SUDDENLY, THERE IS A SINGLE SUSTAINED SCREAM --A MIXTURE OF INHUMAN RAGE, AND UNRELENTING AGONY...

A SCREAM WHICH PARALYZES THOSE PRESENT--FOR THEY KNOW THAT IT IS THE DEATH CRY OF THIS CREATURE, THIS MAN-WOLF...

AND THEN...

WHUMP!

HE'S SO STILL--!

FOR A MOMENT, SILENCE REIGNS, THEN...

I--I DON'T BELIEVE IT! SPIDER-MAN, YOU WERE RIGHT ALL ALONG! THE EFFECTS OF MY MAGNOVERTER WERE DELAYED --BUT SUCCESSFUL!

THE MAN-WOLF IS DEAD...BUT JOHN JAMESON LIVES!

DID YOU HEAR, SON? YOU'RE GOING TO BE ALRIGHT! YOU MADE IT! YOU MADE IT!

MR. JAMESON, LOOK! JOHN'S BODY HAS REJECTED THE MOONSTONE! IT'S NO LONGER A PART OF HIM!

DAD...

CHEK CHEK

CHIK

MANY MOMENTS LATER...

AN AMBULANCE IS ON ITS WAY! I THINK, HOWEVER, THAT GIVEN AN EXTENDED REST, JOHN JAMESON WILL FINE!

HE'LL LIVE A HEALTHY, NORMAL LIFE!

I'VE NEVER SEEN JONAH LOOK SO RELIEVED--SO HAPPY! AT LONG LAST, HE AND HIS SON HAVE ANOTHER CHANCE AT LIFE! I WISH THEM THE BEST!

HEY, BUT NOW WHAT ARE WE GOING TO DO ABOUT THAT BLASTED...

--MOON-STONE?!?

WOW! LOOK WHAT HAPPENED TO IT! IT CRUMBLED... EVAPORATED INTO A PILE OF DUST!

MY MACHINE WORKED BETTER THAN I EXPECTED. JOHN'S BODY NOT ONLY REJECTED THE STONE--

--BUT ALSO DESTROYED THE STONE'S ROOT SYSTEM! LIKE ANY OTHER PARASITE WITHOUT NOURISHMENT, THE MOONSTONE SIMPLY DIED!

YEAH, WELL, YOU'RE GOING TO HAVE A SWELL TIME TRYING TO EXPLAIN THIS MESS TO THE E.S.U. BUDGET COMMITTEE!

MAYBE I SHOULD PUBLISH MY "RESEARCH"!

SURE--IN *FANTASY AND SCIENCE FICTION!*

WE DID IT, DOC! THE GOOD GUYS WON!

THEN, SOME-TIME LATER...

UHHHNN! OH, BOY--DO I HURT! I SURE HOPE DOC CONNERS HAS THE GOOD SENSE TO TAKE A FEW DAYS OFF--

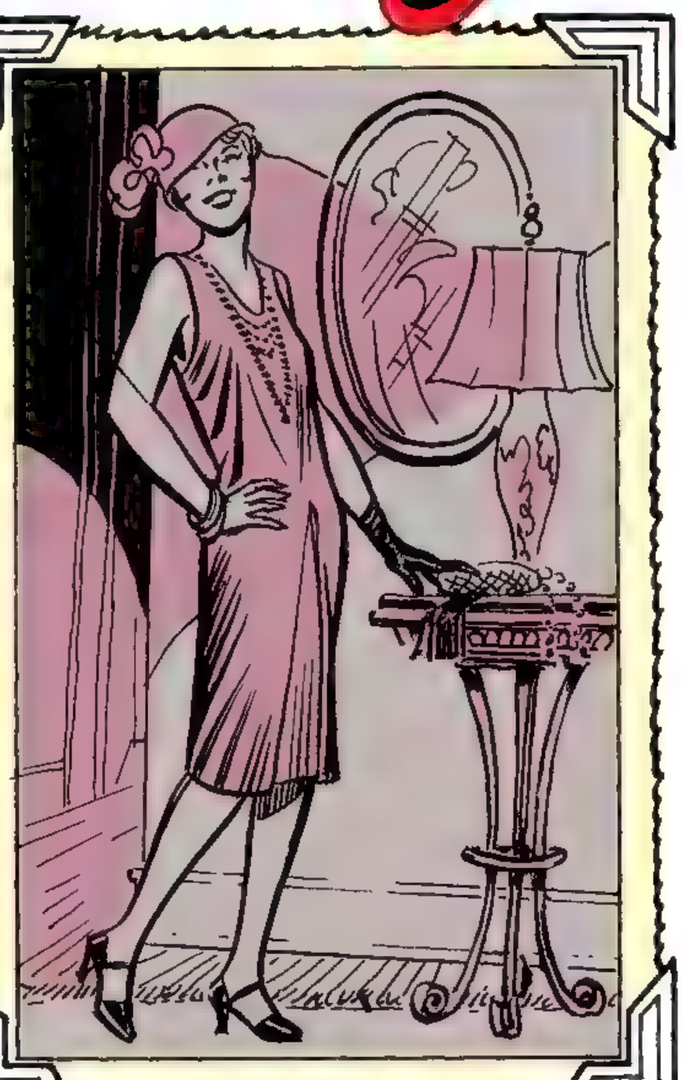
--'CAUSE HIS LAB ASSISTANT IS GOING TO BE SLEEPING FOR THE NEXT WEEK!

End

CERTAINLY, THE AWARD FOR THE MOST DOTING AUNT IN THE ANNALS OF COMICDOM HAS TO GO TO THAT PIN-UP GIRL OF THE SENIOR CITIZENS CENTER... THAT PEERLESS PURVEYOR OF CHICKEN SOUP... THAT NEVER-SAY-DIE SWEETHEART OF THE GREY PANTHERS... ***MAY PARKER!***

IT'S HARD TO IMAGINE PETER PARKER'S LIFE WITHOUT AUNT MAY HOVERING SOMEWHERE IN THE BACKGROUND. AND SO, FOR YOUR GREATER ENJOYMENT, WE HEREBY PRESENT A FEW TATTERED PAGES FROM...

Aunt May's PHOTO ALBUM!



My coming-out party! I was the hit of the dance hall!

I met the nicest boy on the beach at Atlantic City... his name is Ben Parker! Quite a sheik!

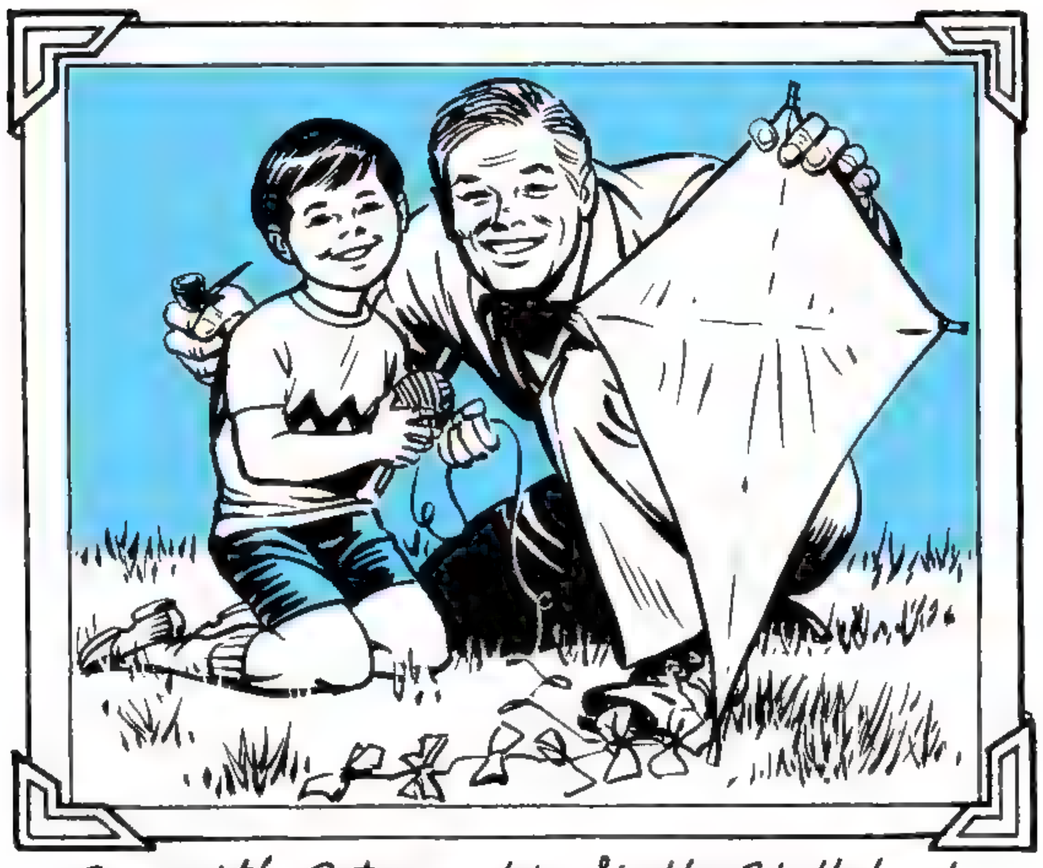
My Wedding Day... Ben has made me the happiest girl alive!

Our brand-new nephew... Peter!

He weighed in at 8 pounds, 3 ounces!

He's the very image of his father!

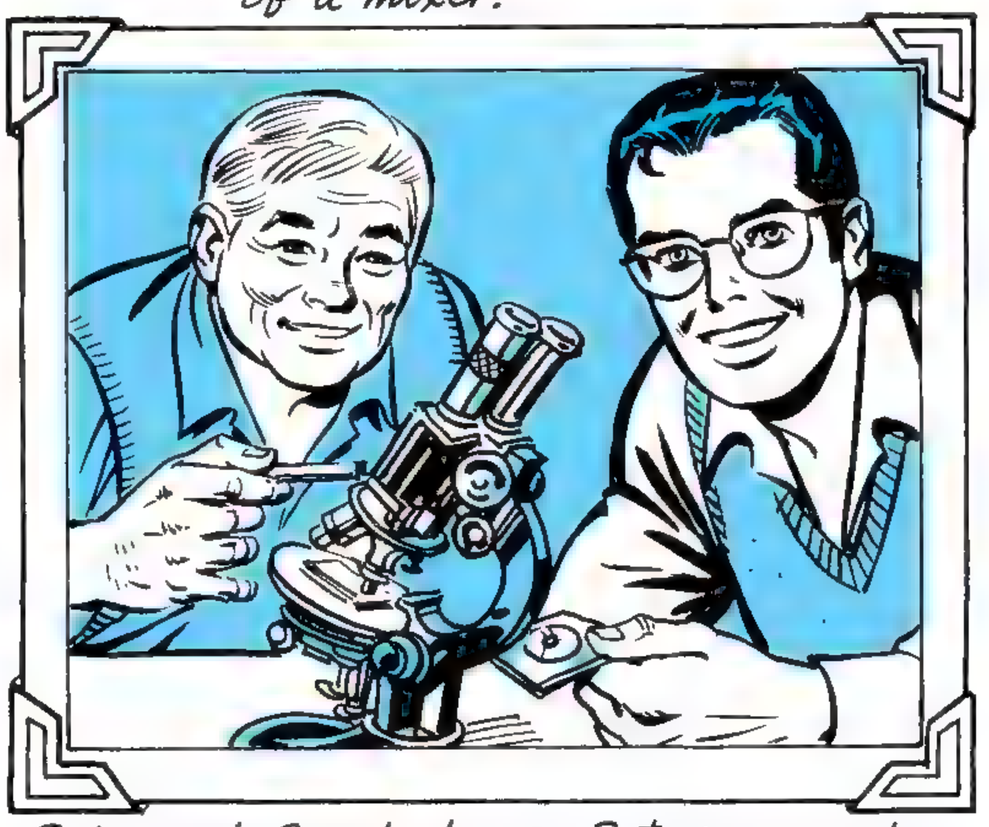
Script: ROGER STERN **Art: MARIE SEVERIN and JOHN ROMITA**



Ben with Peter on his Sixth Birthday! My, how that boy is growing! I'm so glad he came to live with us!

Peter at the Jr. High School Dance. I'm afraid our nephew isn't much of a mixer.

Peter took first prize at the Science Fair again this year... he's such a bright boy.

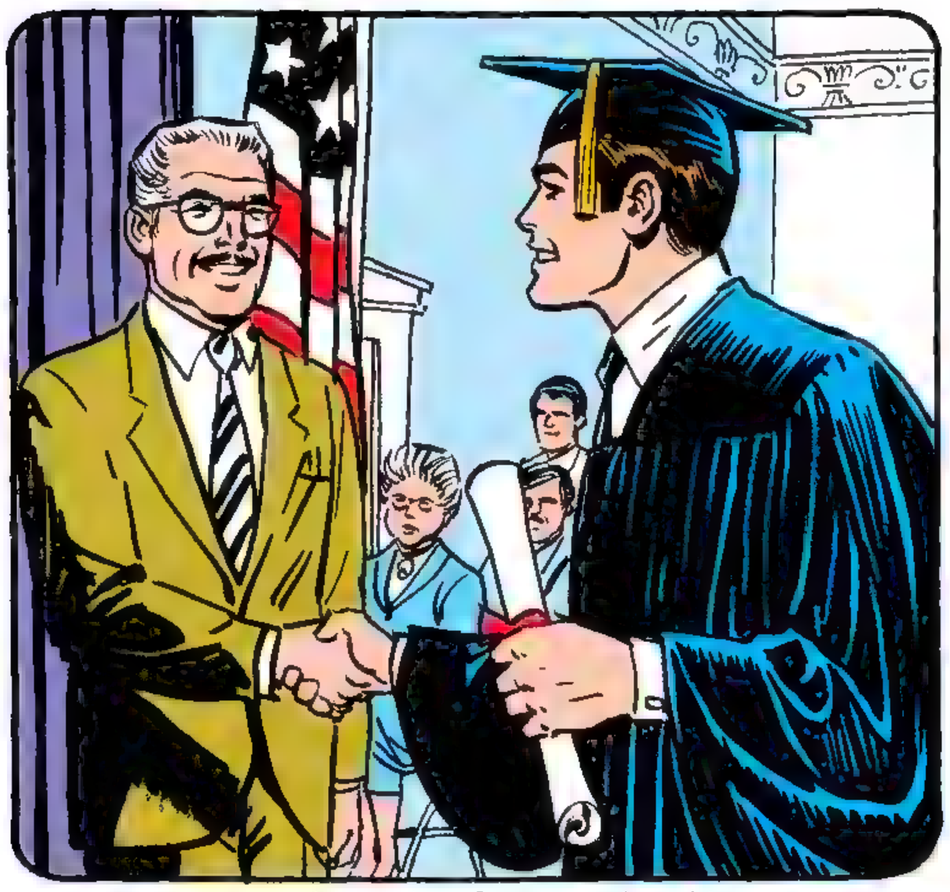


Peter and Ben look over Peter's new microscope. It was a little expensive, but the smile on his face made it all worthwhile!

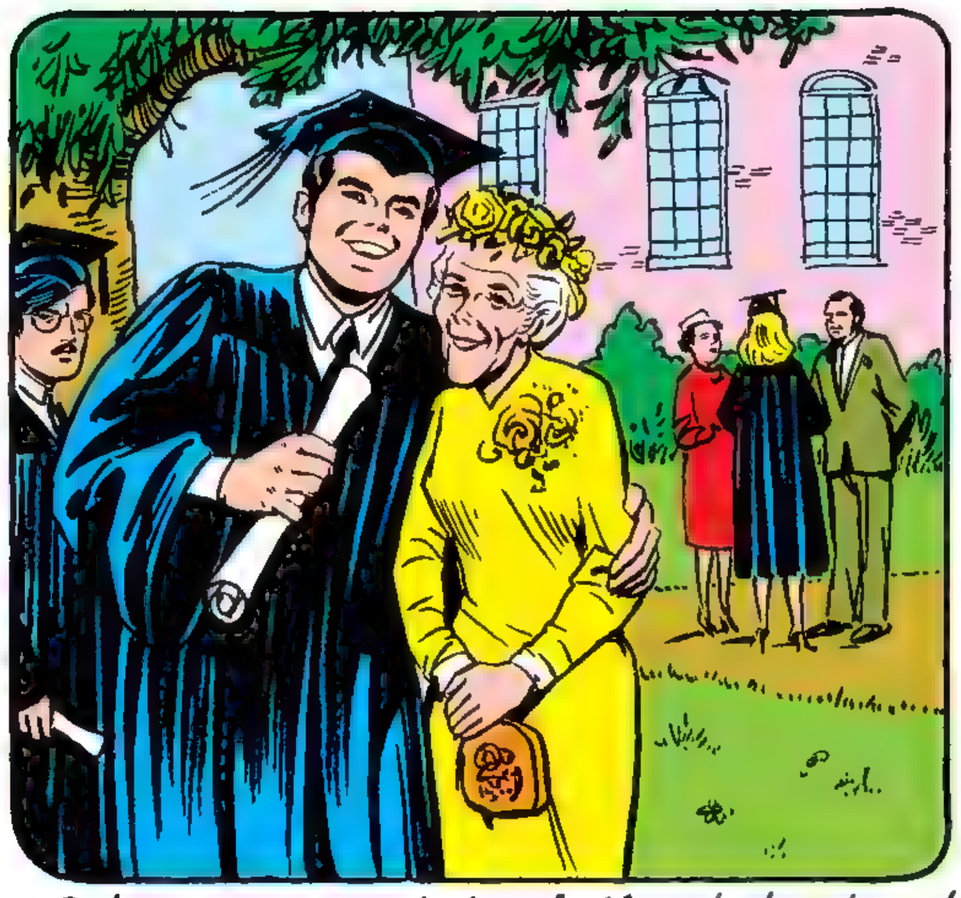
MIDTOWN HIGH STUDENTS CAPTURE TOP HONORS

Nine local students are among the fifty winners of the Empire State Awards for meritorious academic and athletic performance. They are (shown here from left to right) Elizabeth Allen, Peter Doman, Eugene "Flash" Thompson (first row), William Oakes, Alice Tucker, Nyra Siler, Robert Hinds (second row), Peter Parker, and Richard Thacher (third row).

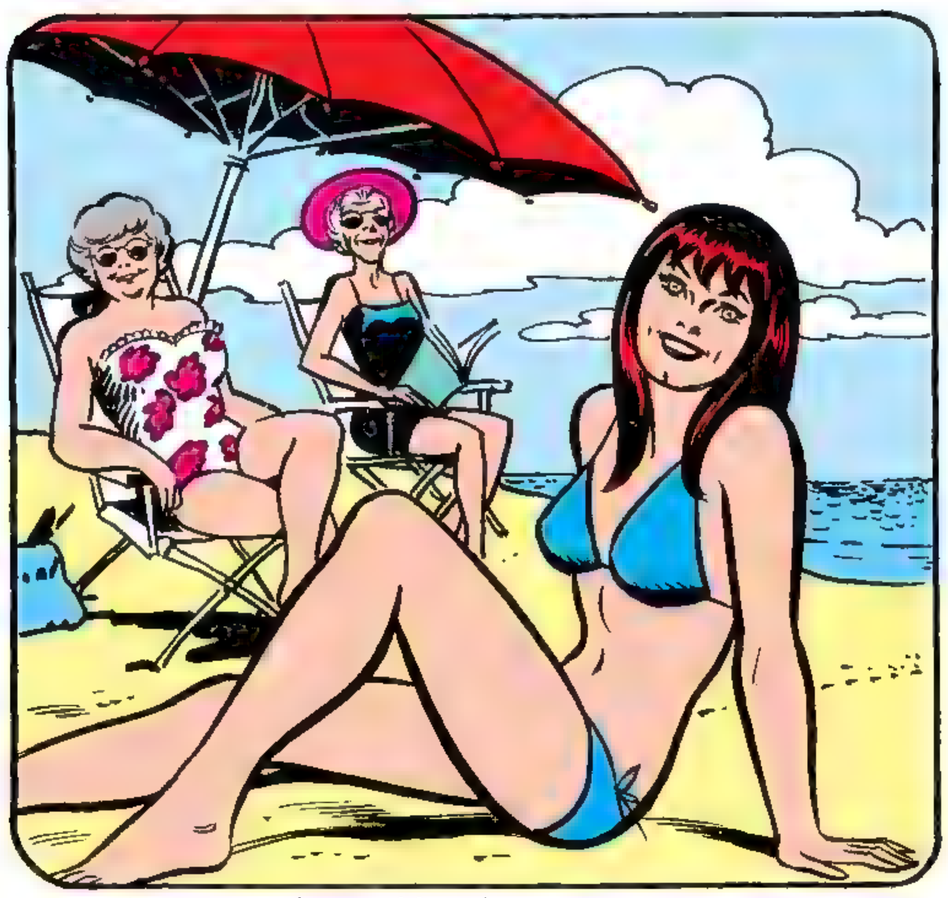
Peter and his classmates! He looks so handsome without his glasses... I'm glad he outgrew them!



Peter's High School Graduation. It seems like only yesterday that he came to live with us.

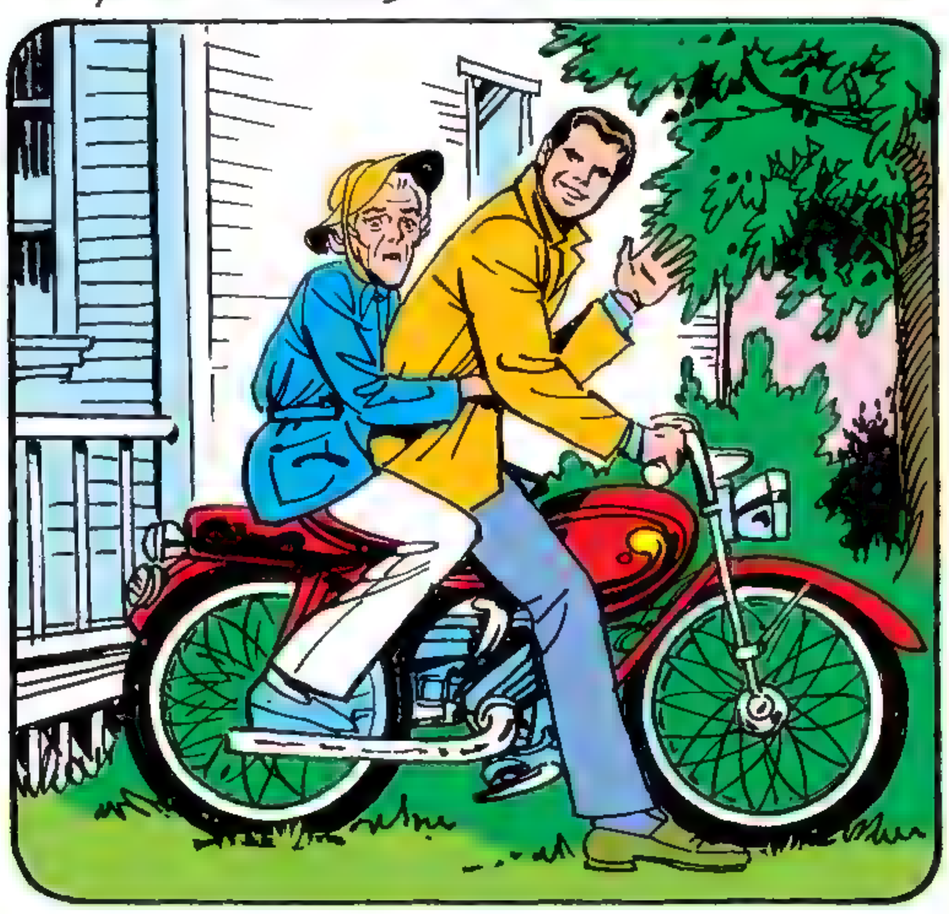


Peter was awarded a full scholarship to Empire State University! I'm so proud! If only Ben were here to see this...

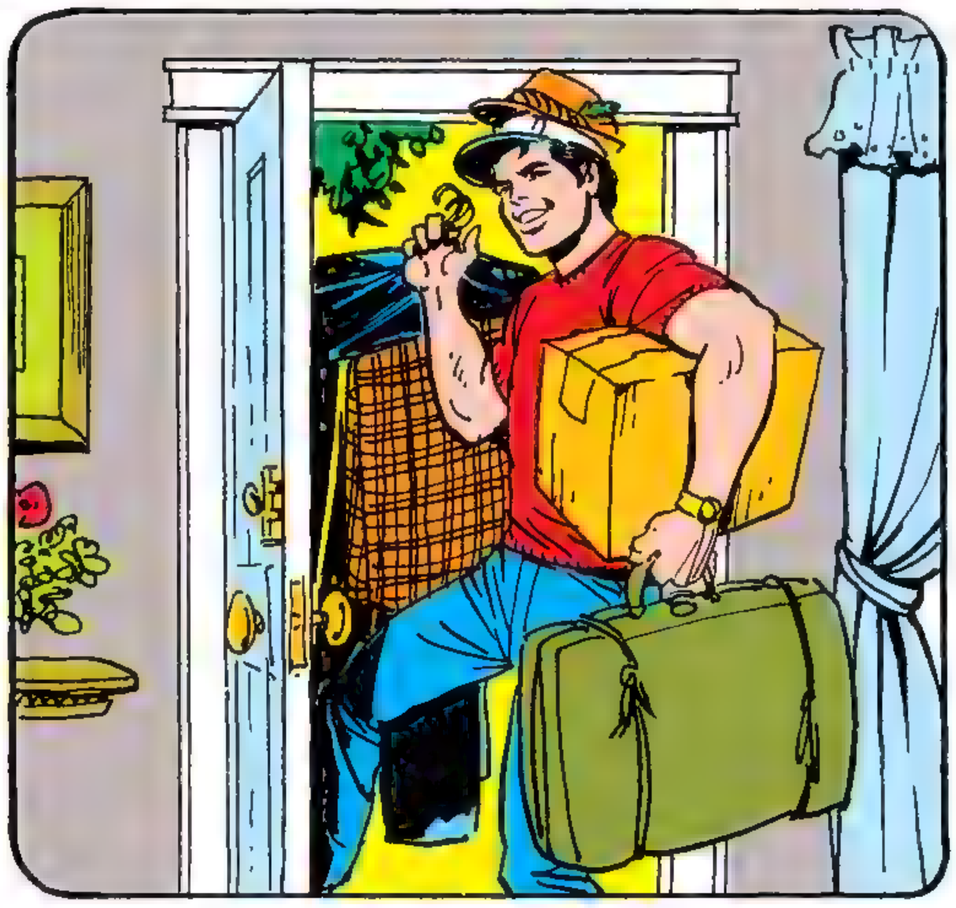


At the beach with Anna Watson and her niece, Mary Jane. Peter took an awfully long time taking this picture!

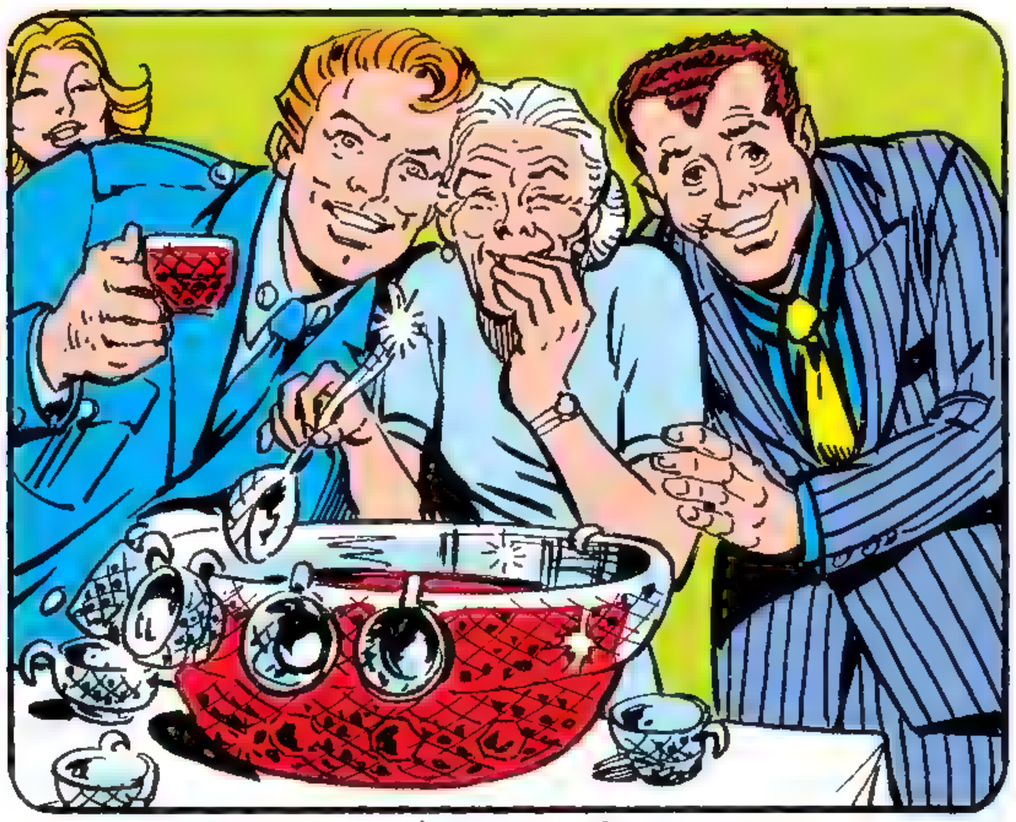
Peter with Gwen Stacy... I think my nephew is in love!



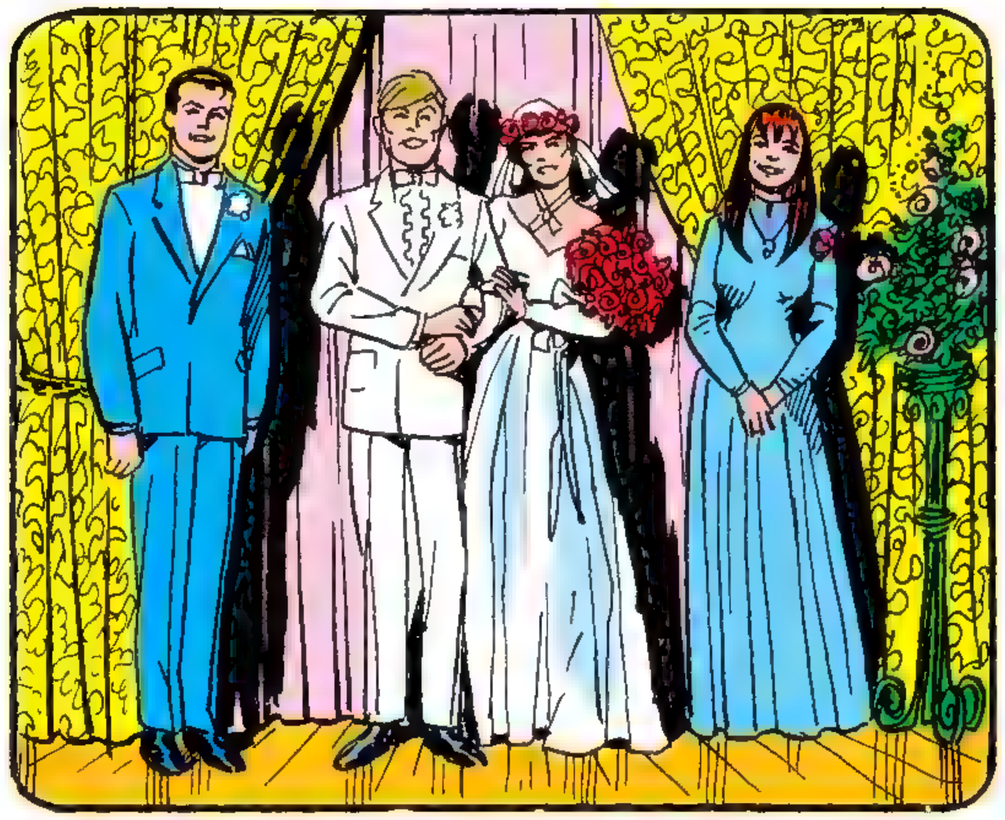
Peter takes me for a ride on his motorcycle... NEVER AGAIN!



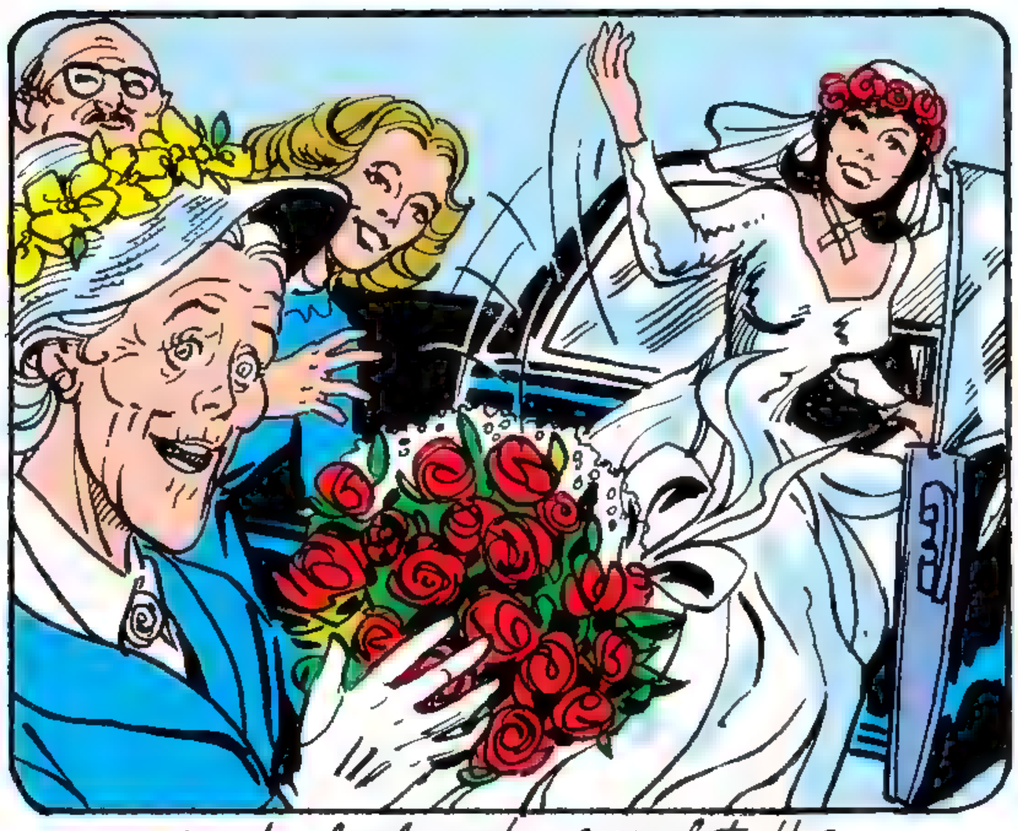
Peter moves out to his own apartment. My boy has become a man...



Peter threw this surprise party for his friend, Harry Osborn -- but the way I was treated, you'd have thought it was for **ME**!

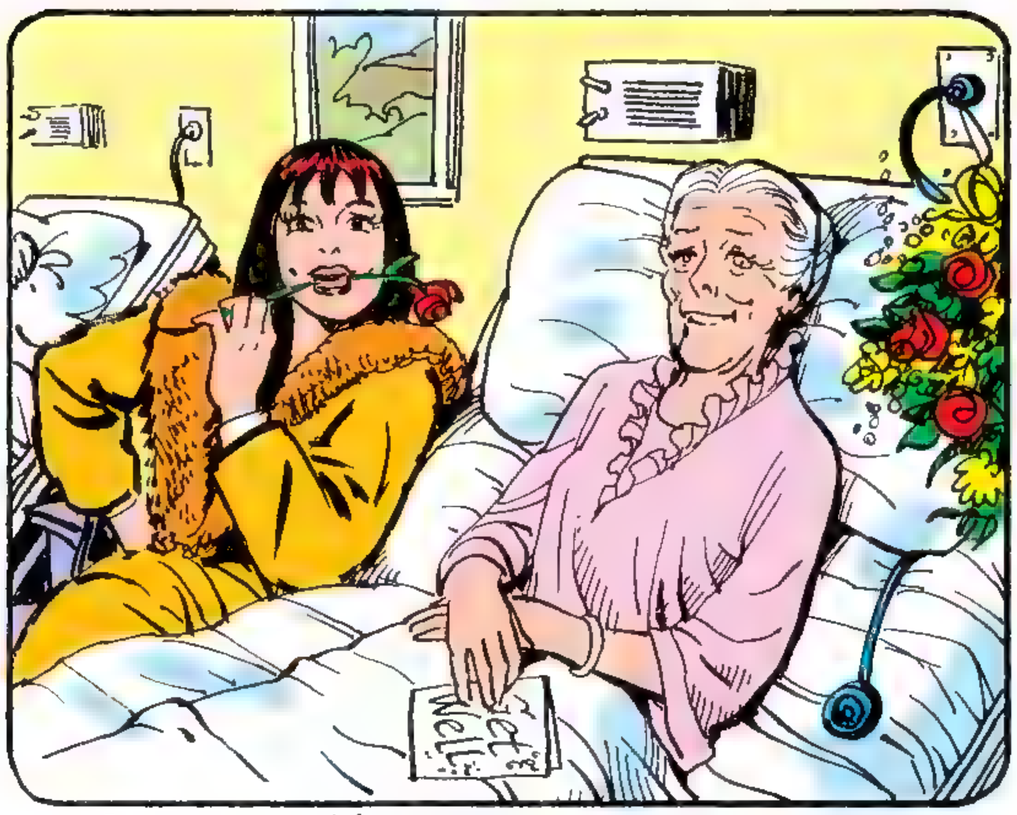


That nice Betty Brant finally tied the knot with Ned Leeds! Peter was the best man --

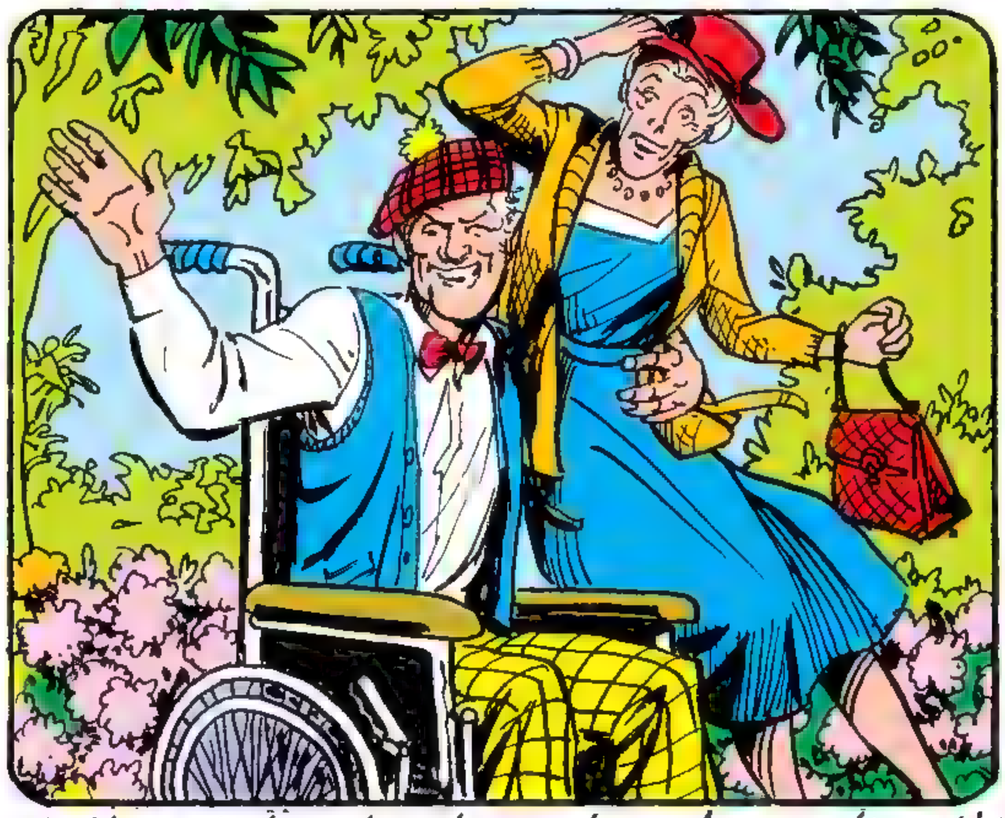


-- and look who caught the bridal bouquet!

Our landlord tried to eliminate rent control in our building... but we stopped him!



Recuperating from my coronary bypass operation... Mary Jane's visits were such a comfort!



Nathan Lubensky is such a dear--if a bit of a rounder! He reminds me so much of my beloved Ben! I wonder... can a woman find such love **Twice** in her life?

PETER'S HOME-AWAY-FROM-HOME IS THE OFFICE OF EMPIRE STATE UNIVERSITY'S BIO-PHYSICS DEPARTMENT. HERE, PETE HAS HIS OWN LITTLE CUBICLE, WHERE HE CAN CATCH UP ON HIS GRADUATE STUDIES, PREPARE FOR THE UNDERGRAD CLASSES WHICH HE'S ASSIGNED TO TEACH, OR JUST DEBATE THE GREAT ISSUES OF THE DAY * WITH HIS FELLOW TEACHING ASSISTANTS!

THE OFFICE!

OFFICE OF DEPARTMENT CHAIRMAN DR. MORRIS SLOAN

MARCY KANE'S CUBICLE

PETE'S CUBICLE

PHIL CHANG'S CUBICLE

STEVE HOPKINS' CUBICLE

DESK OF DEPARTMENT SECRETARY DEBRA WHITMAN

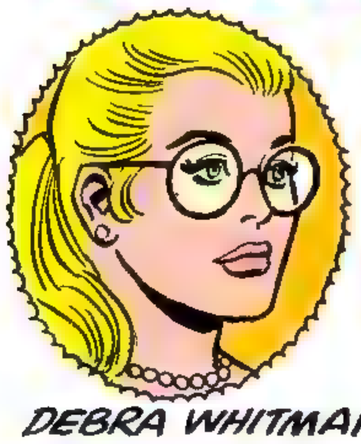
REMOTE TERMINAL HOOK-UP TO THE *ESU* COMPUTING CENTER

HEY, IT'S NOT MUCH, BUT IT KEEPS ME OUT OF THE POOL HALLS.

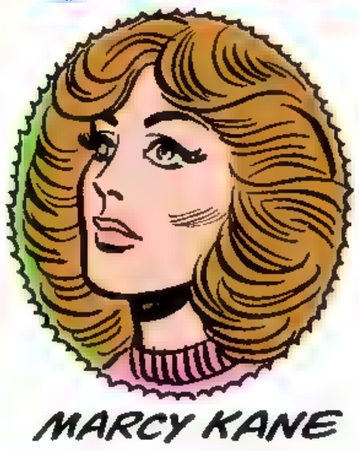
* SUCH TOPICS OF DISCUSSION HAVE BEEN KNOWN TO INCLUDE: "WHERE SHOULD WE GO FOR LUNCH?"..."HAS ANYONE SEEN MY COPY OF *SCIENTIFIC AMERICAN*?" AND "HOW ABOUT THOSE *METS*?"

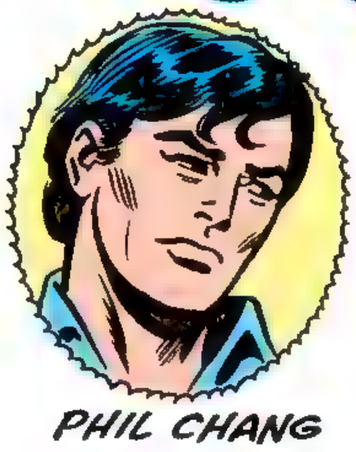
Script: ROGER STERN **Art: RICK PARKER, BOB BUDIANSKY and AL MILGROM**

Pete's Pals and Gals

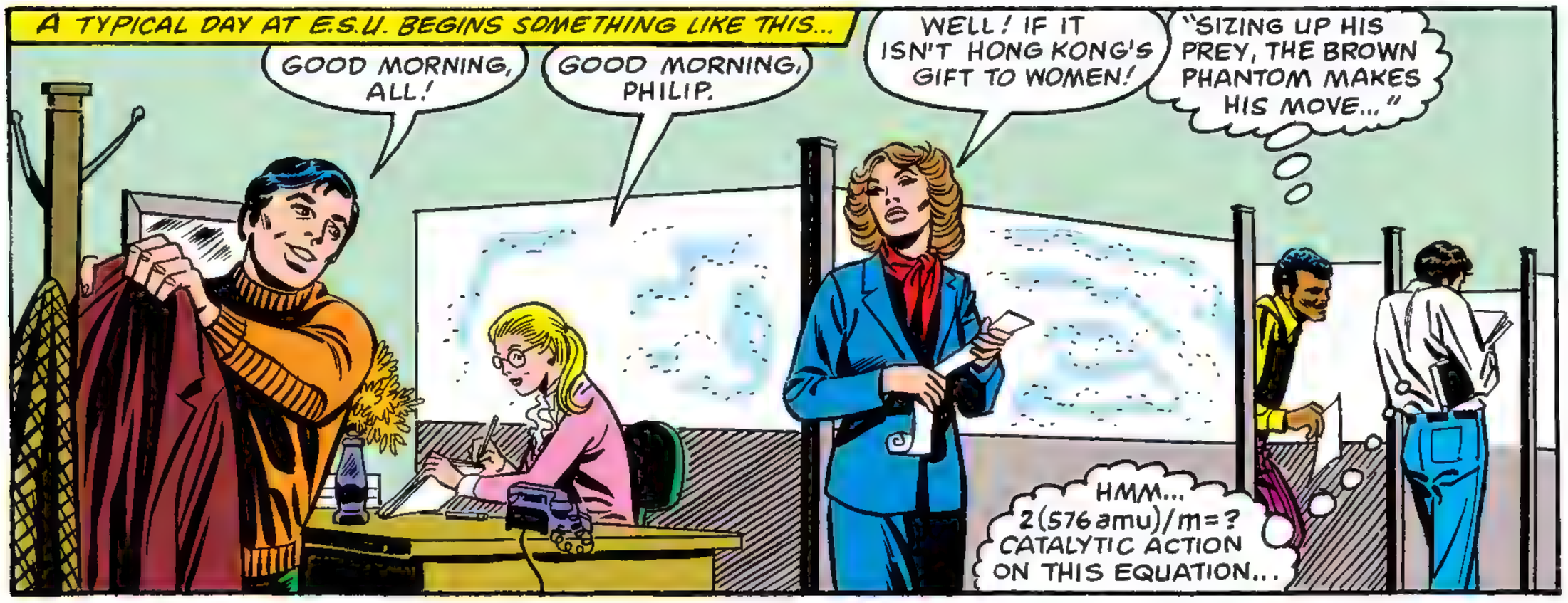

DEBRA WHITMAN

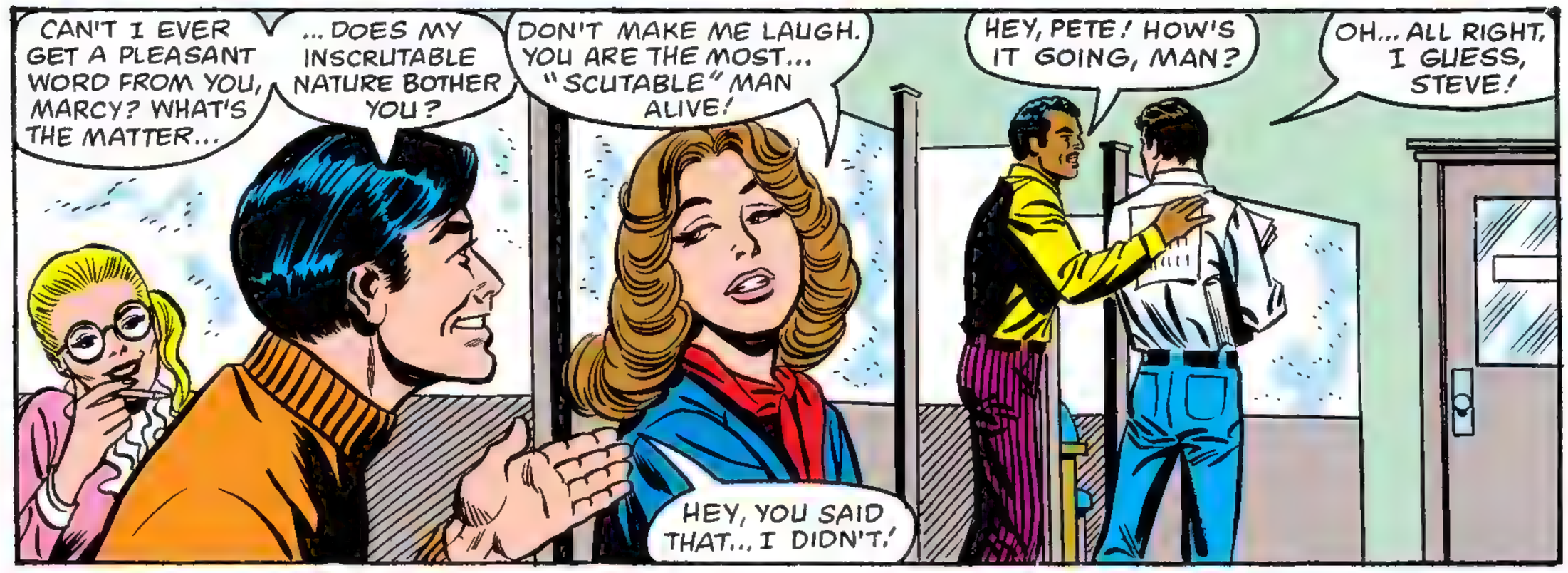
STEVE HOPKINS

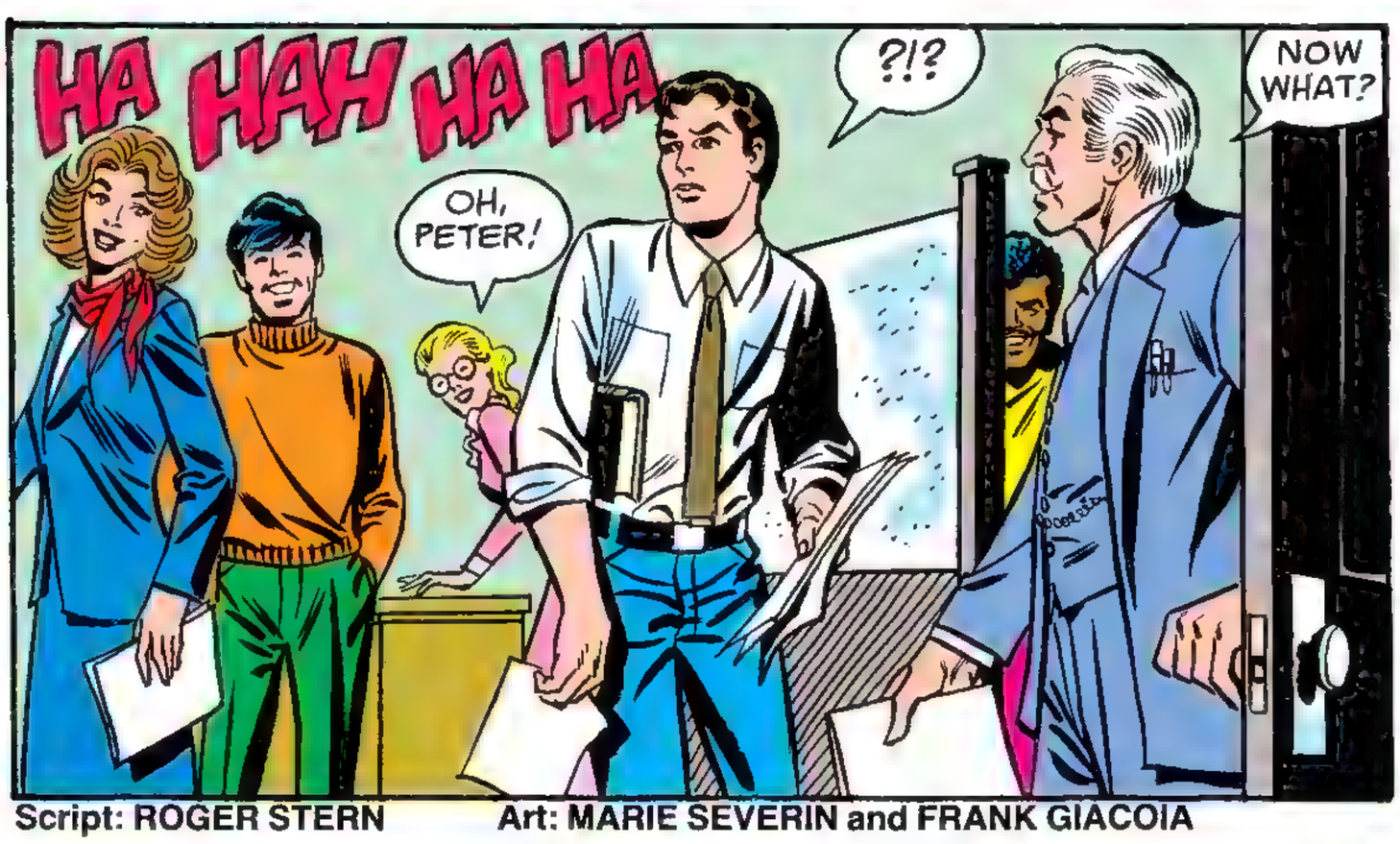

MARCY KANE


PHIL CHANG

DR. MORRIS SLOAN





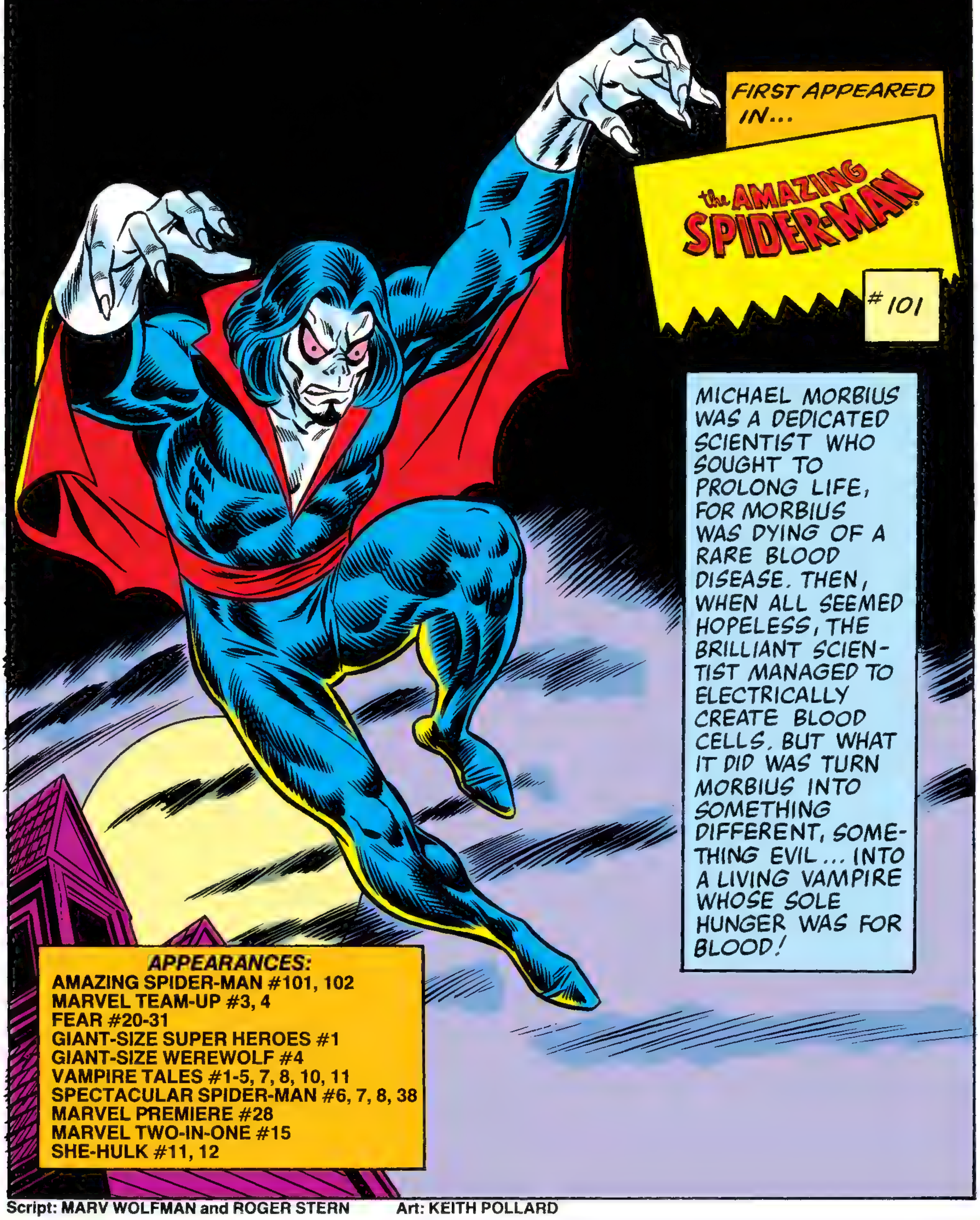


Script: ROGER STERN Art: MARIE SEVERIN and FRANK GIACOIA

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

MORBIUS

THE LIVING VAMPIRE



FIRST APPEARED IN...

the AMAZING SPIDER-MAN #101

MICHAEL MORBIUS WAS A DEDICATED SCIENTIST WHO SOUGHT TO PROLONG LIFE, FOR MORBIUS WAS DYING OF A RARE BLOOD DISEASE. THEN, WHEN ALL SEEMED HOPELESS, THE BRILLIANT SCIENTIST MANAGED TO ELECTRICALLY CREATE BLOOD CELLS. BUT WHAT IT DID WAS TURN MORBIUS INTO SOMETHING DIFFERENT, SOMETHING EVIL... INTO A LIVING VAMPIRE WHOSE SOLE HUNGER WAS FOR BLOOD!

APPEARANCES:

AMAZING SPIDER-MAN #101, 102
MARVEL TEAM-UP #3, 4
FEAR #20-31
GIANT-SIZE SUPER HEROES #1
GIANT-SIZE WEREWOLF #4
VAMPIRE TALES #1-5, 7, 8, 10, 11
SPECTACULAR SPIDER-MAN #6, 7, 8, 38
MARVEL PREMIERE #28
MARVEL TWO-IN-ONE #15
SHE-HULK #11, 12

Script: MARV WOLFMAN and ROGER STERN Art: KEITH POLLARD

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

GIBBON

FIRST APPEARED IN...

the AMAZING SPIDER-MAN #110

MARTIN BLANK WANTED TO BECOME A SUPER HERO IN THE WORST WAY... AND HE DID! BLESSED WITH ASTOUNDING STRENGTH AND AGILITY --AND CURSED WITH A LESS-THAN-HANDSOME FACE--THIS APE-SUITED, FORMER CIRCUS PERFORMER WAS EASY PREY FOR A MANIPULATING KRAVEN THE HUNTER... WHO TURNED MARTIN INTO ONE OF SPIDER-MAN'S DEADLIEST FOES!

APPEARANCES:
AMAZING SPIDER-MAN #110, 111
SPECTACULAR SPIDER-MAN #59, 60

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

DR. JONAS HARROW

FIRST APPEARED IN...

the AMAZING SPIDER-MAN

#114

THIS FORMER SURGEON BEDEVILED SPIDER-MAN FOR A NUMBER OF YEARS BEFORE THE WEB-SLINGER WAS EVEN AWARE OF HIS EXISTENCE. BARRED FROM PRACTICE FOR A NUMBER OF UNETHICAL EXPERIMENTS, HARROW UNLEASHED SEVERAL OF HIS "RECREATED MEN" ON THE PUBLIC, BEFORE HE MADE THE MISTAKE OF TAKING ON SPIDEY BY HIMSELF!

APPEARANCES:
AMAZING SPIDER-MAN #114, 126, 204, 206

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

HAMMERHEAD

FIRST APPEARED IN...

the AMAZING SPIDER-MAN

#113

ONCE HE WAS JUST AN ORDINARY MAN... AN ANONYMOUS GUN-MAN LEFT BEATEN AND DYING IN A BOWERY ALLEYWAY... HIS ONLY MEMORY THAT OF AN OLD POSTER, ADVERTISING A 1930'S GANGSTER MOVIE. BUT THEN HE WAS FOUND BY THE AFORE-MENTIONED DR. HARROW, WHO BROUGHT HIM BACK FROM DEATH'S DOOR... REPLACING THE SHATTERED BONE OF HIS SKULL WITH UNBENDABLE STEEL ALLOY. AND WHEN HARROW WAS DONE, HIS PATIENT WAS NO LONGER ORDINARY ...HE WAS *HAMMERHEAD!*

APPEARANCES:
AMAZING SPIDER-MAN
#113-115, 130, 131, 157-159

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BEGINNING SEPT. 12th ON NBC

SPIDER-MAN AND HIS AMAZING FRIENDS!

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

THE MOONSTONE IS A HARSH MISTRESS!

HANNIGAN & Rubinstein

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!®

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BY THE LIGHT OF THE SILVERY MOONSTONE...!

IMAGINE THE THRILL OF FEELING YOUR BODY CHARGED WITH THE PROPORTIONATE STRENGTH AND SPEED OF A SPIDER. IMAGINE BEING ABLE TO CLING TO WALLS, TO WEAVE A WEB-LINE AND TO SWING ON IT THROUGH THE NIGHT SHADOWS.

PETER PARKER-- BITTEN ONE DAY LONG AGO BY A RADIOACTIVE SPIDER--KNOWS THESE SPECIAL THRILLS, AND THE RESPONSIBILITIES THAT COME WITH SPIDER-POWERS.

HE IS ONLY DIMLY AWARE THAT OTHERS-- MORE OR LESS FORTUNATE IN THEIR NORMALCY-- ARE ENVIOUS OF THE POWERS AND ABILITIES THAT ARE HIS AS... THE SPECTACULAR SPIDER-MAN.

THAT KID-- CLIMBING DOWN THE SIDE OF THAT BUILDING ON A LENGTH OF TORN SHEETS! IS HE TRYING TO GET HIMSELF KILLED?!

THE BOY CAN BE NO MORE THAN EIGHT OR NINE YEARS OLD. HE COULD HAVE USED THE FIRE ESCAPE RUNNING DOWN THE BUILDING'S SIDE.

TH-THIS IS HARDER THAN IT LOOKED!

HE DID NOT TAKE THE SAFER ROUTE, BECAUSE HE CHOSE NOT TO.

THAT DECISION, THEN, MAY COST HIM HIS LIFE.

RIIP

TH-THE SHEETS... THEY'RE TEARIN'!

MAAAMA--!

THWIP

H-HUH? I'M FALLIN'... UP!

INCREDIBLY STRONG, A SLENDER STRAND OF WEBBING HAS AVERTED A TRAGEDY.

SPIDER-MAN!

GO TO THE HEAD OF THE CLASS!

WE AGREE ON WHO I AM--WHAT SAY WE FIND OUT WHO YOU ARE--AND WHAT THE HECK YOU WERE DOING PLAYING "TARZAN OF THE GHETTO"!

THE CHILD IN HIS ARMS, THE SENSATIONAL SUPER HERO NIMBLY SWINGS TO A NEARBY ROOFTOP.

AND THEN...

I-I WASN'T PLAYIN' TARZAN--THAT'S KID STUFF! I WAS TRYIN' TO CLIMB DOWN THE SIDE OF MY BUILDING LIKE... LIKE...

LIKE WHO?

LIKE YOU, SPIDER-MAN!

WHAT??!

YEAH! I MEAN, YOU'RE TOUGH-- THE WAY YOU WALK UP WALLS AN' SWING ON WEBBING! I WAS TRYIN' TO DO LIKE YOU DO... WHEN THE SHEET RIPPED!

UH-HUH! THAT'S BECAUSE YOU WERE NEVER BITTEN BY A RADIOACTIVE BEDSPREAD!

HUH?

PRIVATE JOKE!

THWIPP

BUT SERIOUSLY, MY WEBBING'S A LOT STRONGER THAN YOUR SHEETS!

AND, OF COURSE-- BESIDES BEING ABLE TO CLING TO ANY SURFACE-- YOU ABSOLUTELY HAVE GOT TO BE ABLE TO DO THINGS LIKE... THIS!

I-- I CAN DO TWENTY PUSHUPS...!

YOU'RE NOT LISTENING! I HAVE SPECIAL POWERS WHICH MAKE ME SPIDER-MAN! NOBODY ELSE HAS THEM!

WHAT ABOUT SPIDER-WOMAN?

HOTEL WARE

MAYBE I SHOULD HAVE LET YOU FALL?

LOOK, WHAT I'M TRYING TO TELL YOU IS THAT YOU COULD GET HURT TRYING TO DO WHAT I DO WITHOUT SPIDER-POWERS!

BELIEVE ME, SOMETIMES I WISH I DIDN'T HAVE THEM.

YOU'RE JUST SAYIN' THAT!

NOPE, I MEAN IT! I WISH I COULD SPEND MY TIME BOLTIN' DOWN BIG MACS INSTEAD OF BELTIN' DOWN SUPER-VILLAINS!

CHECK IT OUT! SUPER HEROES DON'T GET OFF WHEN THE THREE O'CLOCK BELL RINGS! IT'S A FULL TIME JOB... WITHOUT PAY!

GEE, EVEN I GET AN ALLOWANCE!

LUCKY YOU!

SCOOT ALONG HOME -- USE THE STAIRS, NOT THE SHEETS -- AND KEEP OFF THE CEILING, OKAY?

OKAY, SPIDER-MAN... AND THANKS!

NICE KID! HOPE I PAINTED A GRIM ENOUGH PICTURE OF SUPER-HEROING TO SEND HIM BACK TO HIS HOMEWORK!

SPEAKING OF WHICH, I DIDN'T HAVE TIME TO DO *MINE* TONIGHT!

I DON'T THINK THAT DR. SLOAN, MY DEPARTMENT CHAIRMAN, IS GOING TO ACCEPT PETER PARKER'S STORY --

--THAT HE COULDN'T FINISH HIS CHEM ASSIGNMENT BECAUSE HE WAS OUT SAVING A KID'S LIFE AS SPIDER-MAN!

EMPIRE STATE UNIVERSITY...

...HOST TO SOME OF THE BEST AND BRIGHTEST YOUNG MINDS FROM ALL OVER THE WORLD, ONE PETER PARKER -- ALSO KNOWN AS THE AMAZING SPIDER-MAN INCLUDED.

I'D BETTER ENTER THE SCIENCE BUILDING BY THE BACK WAY, AND SEE IF I CAN SNEAK IN AND GET MY ASSIGNMENT FINISHED BEFORE MORNING...

UH-OH! MY ***SPIDER-SENSE*** JUST STARTED TINGLING AS IF THERE WERE DANGER NEARBY! BUT I DON'T SEE--!

CORRECTION: YES, I DO!

THROUGH ONE-WAY EYE LENSES, SPIDER-MAN SPIES A FURTIVE FIGURE APPROACHING THE REAR EXIT OF THE ESU SCIENCE BUILDING.

NO ADMITTANCE

SCIENCE BUILDING REAR LANDING

NO PAR

THAT DOOR IS ALWAYS LOCKED! WHOEVER HE IS, HE'LL NEVER GET IN--

NO ADM

SCIENCE BUILDIN

--THAT WAY???

HOLY COW! HE'S WALKING RIGHT THROUGH THE WALL!

NO ADM

THIS IS A JOB FOR... SOMEONE ELSE! IF I DON'T GET THAT CHEM PAPER DONE, PETER PARKER'S COOKED!

AH, WHO AM I KIDDING?

WHEN DANGER CALLS, SPIDER-MAN CRAWLS!

HEY! CATCHY!

LEAVING THE CARRYALL WHICH CONTAINS HIS PETER PARKER CLOTHES IN AN EMPTY CLASSROOM...

...SPIDER-MAN LETS HIS UNCANNY SPIDER-SENSE GUIDE HIM THROUGH THE UNLIT INTERIOR OF THE SCIENCE BUILDING.

FEW PEOPLE ARE HERE AT THIS TIME OF NIGHT! SHOULDN'T BE TOO HARD TO LOCATE THAT INCORPOREAL INTRUDER!

MEANWHILE...

I SHALL FIND WHAT I NEED IN HERE!

DR. CURTIS CONNORS PRIVATE

TRYING THE DOOR AND FINDING IT LOCKED, THE MYSTERIOUS FIGURE RESORTS TO OTHER MEANS TO OBTAIN ENTRY...

DR. CONNORS PRIVATE

ZZZIIITTT

THE DOOR SWINGS OPEN, THE LOCK HAVING BEEN MELTED BY AN APPLICATION OF LASER LIGHT...

CAN'T SEE! WHERE'S THE LIGHT SWITCH?

KLIK

WAIT! AM I OUT OF MY MIND?

A LIGHT IS SURE TO ATTRACT ATTENTION!

I'M TOO INEXPERIENCED IN THESE MATTERS, OR I WOULD HAVE REALIZED THAT I POSSESS OTHER--LESS VISIBLE--MEANS OF ILLUMINATING THE DARKNESS...

...SUCH AS THIS ULTRAVIOLET BEAM!

KLIK

WHERE IS IT? WHERE?

THAT STEEL LOCKER-- IT'S THE ONLY STORAGE SPACE LARGE ENOUGH TO HOLD IT! IT MUST BE IN THERE!

IT IS!

DR. CURTIS CONNORS IS A BRILLIANT SCIENTIST, BUT THIS IS HIS GREATEST ACHIEVEMENT...*THE ENERVATOR!*

SUDDENLY...

WHAT THE--? A CIRCLE OF RED LIGHT! TWO HUGE WHITE EYES STARING AT ME!

I'VE BEEN DISCOVERED -- BUT I WON'T BE CAUGHT!

ZAP

LASER LIGHT LEAPS FROM THE FIGURE'S FINGERTIPS TOWARD THE SOURCE OF THE CRIMSON BEAM.

BUT... AW, FOR CRYIN' OUT LOUD! YOU ZAPPED A HOLE IN MY SPIDER-SIGNAL LIGHT! YOU KNOW HOW MUCH REPAIRS COST THESE DAYS?

SPIDER-MAN-- ON THE CEILING BEHIND ME? THEN THE BEACON WAS MEANT AS A DECOY... A TRICK?!

SURE! I SAW HOW YOU FRIED THE OFFICE LOCK WITH A FINGER-FLASH! I DIDN'T WANT TO GET THE SAME TREATMENT!

HEY, YOU'RE STRONG!

I-I DON'T BELIEVE IT! HE RIPPED ME RIGHT OFF THE CEILING-- TILES AND ALL!

YES, I AM STRONG-- STRONGER THAN YOU-- AND ONCE I GET WHAT I'VE COME FOR, I'LL BE STRONGER THAN ANYONE ALIVE!

I SAW WHAT HE'S AFTER! IF HE GETS IT, HE MAY JUST BE RIGHT ABOUT...

WAIT A MINUTE! I JUST REALIZED SOMETHING!

KLAK KLAK

YOU! YOU'RE A WOMAN!

YES, I AM A WOMAN, WALL-CRAWLER!

THE WOMAN-WARRIOR MEN CALL... MOONSTONE!

NEW TO NEW YORK, MOONSTONE? I CAN'T SAY THAT I'VE EVER HEARD OF YOU!

BUT THEN, I DON'T GET MUCH TIME TO READ THE "WANTED" ADS...

CRETIN! I HAVE ALREADY BATTLED THE HULK AND CAPTAIN AMERICA!

UM-HMM! SINCE THEY'RE STILL MAKING HEADLINES AND YOU'RE NOT-- I ASSUME YOU LOST!

*SEE THE INCREDIBLE HULK #228-233, & CAPTAIN AMERICA #230 -- TATTLETALE TOM.

JUST THEN, ELSEWHERE IN THE EMPIRE STATE UNIVERSITY SCIENCE BUILDING...

GOOD HEAVENS! THAT CRASH-- IT SOUNDS LIKE SOMEONE IS WRECKING THE PLACE!

Call Bob

LEAVING HER CHEMISTRY ASSIGNMENT BEHIND, MARCY KANE-- GRADUATE SCIENCE STUDENT AND ONE OF PETER PARKER'S COMPANION TEACHING ASSISTANTS-- RACES TO INVESTIGATE THE SUDDEN DISTURBANCE...

SMASH

THERE IT IS AGAIN!

IT'S COMING FROM DR. CONNORS' OFFICE!

CRASH

SKARR...!

...RRASH!

SPIDER-MAN! WHAT ARE YOU DOING HERE?!

WHILE DODGING MOONSTONE'S LASER BURSTS, I SET MYSELF UP FOR A SUCKER PUNCH!

HUH? SOMEONE'S CALLING MY NAME? WHO--?

SHAKING THE STARS OUT OF HIS EYES, SPIDER-MAN SEES...

MARCY! GET OUT OF HERE, LADY! GET AWAY BEFORE--!

YOU WILL PAY FOR DELAYING ME, WALL-CRAWLER!

SMASH!

BEAT IT, MARCY! I'LL TAKE CARE OF MOON-STONE!

LIGHTS OUT, LASER-LADY! YOU CAN'T ZAP WHAT YOU CAN'T SEE!

THWIP

THAT'S TWICE HE CALLED ME BY NAME!

HOW DOES HE KNOW WHO I AM?

SPIDER-MAN, ARE YOU INSANE AS WELL AS INSUFFERABLE? I NEED ONLY REMOVE MY MASK TO REGAIN MY SIGHT! YOU DIDN'T EXPECT THAT, DID YOU?

UNLIKE MOST SUPER-VILLAINS, I HAVE NO SO-CALLED SECRET IDENTITY TO HIDE!

BEING MOONSTONE IS ENOUGH!

OHHHH!

MORE THAN ENOUGH!

MOONSTONE'S HANDS ARE EXPLODING WITH LIGHT-- AND MARCY'S BEEN CAUGHT IN THE DISCHARGE!

MOONSTONE'S GONE BACK INTO DOC CONNORS' OFFICE TO RETRIEVE THE PORTOPAK ENERVATOR. I SHOULD STOP HER... BUT MARCY'S HURT.

CRAWLING TO THE INJURED CO-ED, SPIDER-MAN PUTS ALL THOUGHTS OF MOONSTONE FROM HIS MIND AS HE BEGINS ADMINISTERING "THE KISS OF LIFE"...

MARCY HAD THE WIND KNOCKED OUT OF HER. GOT TO GET HER BREATHING AGAIN.

I'M REAL GLAD I TOOK THAT COURSE ON CPR*!

*CARDIOPULMONARY RESUSCITATION -- THERAPEUTIC TOM

MEANTIME, HAVING REGAINED THE ENERVATOR PORTOPAK, MOONSTONE PREPARES TO DEPART...

... JUST AS A CAMPUS SECURITY GUARD ARRIVES ON THE SCENE.

SKRASH

I HAVE WHAT I CAME FOR! THERE'S NO LONGER A REASON TO FIGHT!

HEY, STOP! COME BACK OR I'LL SHOOT!

SHE IS LONG GONE BEFORE THE GUARD CAN UNHOLSTER HIS GUN.

UPSTAIRS...

A SECURITY GUARD! HE COULDN'T STOP MOONSTONE, AND NOW HE'S ON HIS WAY UP HERE! IF I AM FOUND WITH MARCY, THEY'LL BLAME ME FOR ALL THIS DESTRUCTION!

BUT I CAN'T LEAVE HER, SO HOW--?

MY CARRYALL!

IT'S IN THE NEXT CLASSROOM-- WHERE I LEFT IT WHEN I ENTERED THE SCIENCE BUILDING!

THIP

COME TO PAPA!

EVEN AS HE EXHALES LIFE-GIVING OXYGEN INTO MARCY'S LUNGS, SPIDER-MAN DRAWS THE SHOULDER-BAG CONTAINING HIS PETER PARKER CLOTHING FOWARD...

I'VE GOT TO CHANGE... BETWEEN BREATHS!

GEEZ! IT LOOKS LIKE THE DOOR'S BEEN BLOWN OFF DR. CONNORS' OFFICE!

WHAT'S GOING ON IN HERE?

CALL AN AMBULANCE. THIS WOMAN IS IN SHOCK.

THE URGENCY IN PETER PARKER'S VOICE LEAVES THE GUARD WITH NO DOUBT AS TO WHAT HE MUST DO.

AT LAST MARCY KANE'S BREATHING SHALLOWLY-- BUT REGULARLY.

ELSEWHERE...

IT WAS FINE, BIFF. I REALLY ENJOYED...

GREAT PIZZA, HUH DEB?

LOOK! AN AMBULANCE RACING TOWARD THE COLLEGE CAMPUS!

SHRUGGING OFF HER BOYFRIEND'S HAND, SCIENCE SCHOOL SECRETARY DEBRA WHITMAN LEAVES BIFF RIFKIN BEHIND AS SHE RACES FORWARD...

EASY THERE. GET THE OXYGEN READY.

THAT'S MARCY-- MARCY KANE! SHE'S HURT!

SHE'S SUFFERED SOME KIND OF SHOCK AND MILD BURNS, BUT IT COULD HAVE BEEN A LOT WORSE IF PARKER HADN'T COME ALONG.

THAT'S HIM. SAYS HE FOUND HER LYING UNCONSCIOUS. HE STAYED WITH HER-- ADMINISTERING ARTIFICIAL RESPIRATION-- UNTIL THE AMBULANCE ARRIVED.

PETER PARKER?

WHAT DO YOU KNOW! OLD PETEY-O'S A HERO!

YES, BIFF--HE IS.

PETER'S THE NICEST GUY I'VE EVER KNOWN--BUT HE NEVER SEEMS TO HAVE THE TIME FOR ME.

HE'S ALWAYS BREAKING DATES --ALWAYS LETTING ME DOWN-- ALWAYS OFF SOMEWHERE ELSE AT THOSE VERY MOMENTS WHEN I NEED HIM MOST.

BIFF MAY COME ON STRONG, BUT HE IS ATTENTIVE, DEPENDABLE... EVERYTHING PETER ISN'T-- YET, IF I EVER NEEDED HELP, WOULD BIFF BE ABLE TO COME TO MY AID AS PETER CAME TO MARCY'S?

HEY, DEB, DON'T BE WORRIED-- YOUR FRIEND WILL BE OKAY.

OH, I HOPE SO!

MEANWHILE, IN DR. CURTIS CONNORS' DEVASTATED LABORATORY/OFFICE...

...SO I HEARD THIS CRASH, AND CAME RUNNING IN TO SEE MARCY LYING ON THE CORRIDOR FLOOR.

IF I TELL THEM ABOUT MOONSTONE, I'LL HAVE TO TELL THEM ABOUT SPIDER-MAN.

I'D RATHER THE POLICE DIDN'T KNOW MY WALL-CRAWLING ALTER EGO WAS INVOLVED YET. THEY'LL FIND OUT SOON ENOUGH WHEN MARCY COMES TO.

AND THAT'S ALL I KNOW!

CAPTAIN, TAKE A LOOK AT THIS!

HMMM. SPIDER-MAN'S SIGNAL-LIGHT... WITH A NEAT HOLE MELTED THROUGH THE MIDDLE OF IT...

THIS WEBBING IS STILL STICKY. THERE'S NO QUESTION THAT SPIDER-MAN WAS HERE WHEN THAT GIRL WAS HURT.

OH, NO! I CAN SEE THE HEADLINES IN TOMORROW'S DAILY BUGLE ALREADY!

OFFICERS, I SERIOUSLY DOUBT THAT SPIDER-MAN WOULD HARM THAT GIRL. BURNS AND SHOCK AREN'T IN THE WALL-CRAWLER'S ITINERARY.

ARE YOU DR. CURTIS CONNORS?

YES.

THERE AREN'T MANY PEOPLE IN THIS TOWN WHO ARE WILLING TO VOUCH FOR SPIDER-MAN, DOC. WE'LL STILL HAVE TO PUT AN APB * OUT ON HIM.

UH, CAN I GO NOW? I'VE GOT THIS HOMEWORK ASSIGNMENT...

*ALL POINTS BULLETIN:-- TECHNICAL TOM.

SURE, KID. JUST MAKE SURE THAT THE SERGEANT HAS YOUR NAME AND ADDRESS, IN CASE WE NEED YOU FOR FURTHER QUESTIONING.

TERRIFIC. ANOTHER QUIZ. I HOPE YOU GIVE BETTER GRADES THAN SOME OF MY PROFESSORS.

I'VE GOT TO TALK TO DOC CONNORS -- AS *SPIDER-MAN!*

DOC, DON'T TRY TO BE A HERO IF THE WALL-CRAWLER COMES BACK. GIVE US A CALL.

THEN, AS SOON AS THE POLICE INVESTIGATORS HAVE GONE...

I HOPE SPIDER-MAN DOES RETURN, SO I CAN ASK HIM WHAT REALLY HAPPENED HERE!

HI, DOC! GONNA TURN ME IN? I HEAR THE BUGLE'S OFFERING FREE SUBSCRIPTIONS FOR MY CAPTURE!

SPIDER-MAN! YOU HEARD!

UH... I'VE BEEN OUTSIDE THIS WINDOW ALL THIS TIME! I CAN TELL YOU WHAT'S MISSING FROM YOUR OFFICE, TOO!

I'VE ALREADY GUESSED-- MY PORTABLE ENERVATOR.

YEAH--THE GIZMO I ONCE THREW TOGETHER-- BASED UPON ***YOUR*** DEVICE TO REGENERATE LIFE-FORCE!*

BUT THE ENERVATOR IS UNSTABLE! IT CAN INCREASE CELLULAR ENERGY IN GEOMETRIC PROPORTIONS--

*PPTSS #34:--TOM.

--OR TOTALLY DRAIN THE VITALITY FROM A LIVING ORGANISM! I'M GRATEFUL TO IT BECAUSE IT CURED ME OF BEING TRANSFORMED INTO THE MAN-BEAST KNOWN AS THE LIZARD...

BUT IT COULD PROVE LETHAL IN UNSKILLED HANDS!

DOC, HOW WILL IT AFFECT MOONSTONE?

*PPTSS #40.--TOM.

I DON'T KNOW. THERE'S NO WAY OF CONTAINING ITS RADIATION ONCE IT'S ACTIVATED...

...AND NO WAY OF PREDICTING WHAT THAT RADIATION WILL DO TO AN INDIVIDUAL'S BIOCHEMISTRY.

GREAT! IS THERE ANY WAY OF LOCATING THE BLASTED THING BEFORE MOONSTONE GETS HURT?

THIS DETECTOR-- IT'S ATTUNED TO THE FREQUENCIES EMITTED WHEN THE ENERVATOR'S TURNED ON!

WHICH IS PRECISELY WHEN MOONSTONE'S IN THE GREATEST DANGER FROM THE ENERVATOR'S RADIATION.

THAT DOESN'T GIVE ME MUCH LATITUDE, BUT IT'S BETTER THAN NOTHING. THANKS, DOC.

I HOPE YOU FIND THE LADY, SPIDER-MAN.

I JUST HOPE SHE'S WILLING TO LISTEN TO REASON WHEN I DO!

THE WIND SINGS PAST HIS MASK AS SPIDER-MAN SWINGS OFF INTO THE NIGHT.

THE HEAVY MACHINERY HAS BEEN SHUT DOWN AT THIS LOWER MANHATTAN CONSTRUCTION SITE. THE LABORERS HAVE LONG SINCE GONE HOME TO THEIR BEDS.

ONLY ONE BUILDING REMAINS TO BE DEMOLISHED. IT SHOULD BE EMPTY.

IT ISN'T.

CURSE THEM-- CURSE THEM ALL!

ALL NIGHT I HAVE BEEN ATTEMPTING TO CONTACT VARIOUS ARMS OF THE UNDER-WORLD-- CRIMINAL ORGANIZATIONS TO WHOM MOONSTONE COULD OFFER HER SERVICES.

...BUT ONE AFTER THE OTHER THEY HAVE TURNED ME DOWN!

I AM SURE IT IS BECAUSE I AM A WOMAN, TRYING TO GAIN ACCEPTANCE IN AN ENTERPRISE DOMINATED BY MEN!

BUT I MUST WORK FOR SOMEONE! I'VE **ALWAYS** WORKED FOR SOMEONE!

"FIRST, THERE WAS THE CRIMINAL MASTERMIND **DR. FAUSTUS!** I WAS HIS GUN MOLL--HIS MISTRESS--HIS PUPIL!

AND HOW DOES **DR. KARLA SOFEN,** NOTED PSYCHIATRIST, RATIONALIZE HER CRIMINAL LIASON WITH DR. FAUSTUS?

YOU REPRESENT POWER, DOCTOR. I **LUST** AFTER POWER.

"CAPTAIN AMERICA DEFEATED FAUSTUS. I WAS FORCED TO GO ELSEWHERE FOR THE POWER I CRAVED.

"I FOUND IT, WASTING AWAY AT THE HANDS OF THE ORIGINAL **MOONSTONE.**

"USING AN HALLUCINOGENIC GAS AND CERTAIN TECHNIQUES I'D LEARNED FROM FAUSTUS, I INDUCED A HYPERPSYCHOSIS IN MY PREDECESSOR. I CONVINCED HIM THAT THE ONLY WAY HE COULD REGAIN HIS SANITY WAS TO REJECT THE VERY MOONSTONE WHICH GAVE HIM HIS LASER POWERS.

T-TAKE IT AWAY! TAKE IT AWAY!

"I TOOK IT GLADLY.

"SOON I POSSESSED POWER ENOUGH TO OFFER MY SERVICES TO THE **CORPORATION.**

"THEY SENT ME AGAINST... **THE HULK!**

"BUT I STOOD MY GROUND AGAINST HIM... MORE OR LESS."

UNFORTUNATELY, THE CORPORATION WENT DOWN TO DEFEAT SOON AFTER, AND I WAS IDENTIFIED WITH THE LOSERS. DESPITE MY LIGHT-POWERS-- MY ELECTROMOLECULAR PHASING ABILITIES -- NO ONE HAD ANY USE FOR MOONSTONE.

NOW THE ONLY WAY TO GET THE ATTENTION OF THOSE CRIMINAL ORGANIZATIONS I WISH TO JOIN IS TO SHOW THEM THAT I AM MORE POWERFUL THAN EVER!

I'LL GO ON A CRIME SPREE THE LIKES OF WHICH THIS CITY HAS NEVER SEEN!

BUT, TO DO THAT, I NEED TO BOOST MY POWER WITH THE... ***ENERVATOR!***

NOT WASTING ANOTHER MINUTE, MOONSTONE STRAPS ON THE DEVICE...

...AND, ACTIVATING IT, FEELS HER EVERY CELL INFUSED WITH PULSATING, LIMITLESS POWER...

OH--

-- MY--

-- HEAVENS!

THE SKY AROUND THE CONDEMNED BUILDING LIGHTS UP, AS WELL...

BUT THEN...

THE NEEDLE ON DOC CONNORS' ENERVATOR-DETECTOR PRACTICALLY JUMPED OFF THE SCALE-- AND THE GLOW AROUND THIS PLACE GUIDED ME THE REST OF THE WAY!

MOONSTONE, TURN THE ENERVATOR OFF! YOU DON'T KNOW WHAT YOU'RE DOING TO YOURSELF!

SPIDER-MAN!

I DON'T KNOW HOW YOU FOUND ME--

-- BUT YOU'RE GOING TO WISH YOU HADN'T!

LOOK, LADY, I'M JUST TRYING TO SAVE YOU FROM...

FROM WHAT, WALL-CRAWLER? FROM THE ABILITY TO DO--

--THIS?!?

HOLY COW! THE ENERVATOR'S MAGNIFIED HER POWER A HUNDRED TIMES OVER!

I THOUGHT SHE WAS TOUGH BEFORE, BUT NOW, IT'S GONNA BE LIKE FIGHTING SOMEONE WHO'S HAD A LIFETIME DIET OF WHEATIES!

YOUR WEBBING SAVED YOU FROM FALLING TO YOUR DOOM, WALL-CRAWLER-- BUT NOTHING CAN SAVE YOU FROM HAVING YOUR DOOM THROWN AT YOU!

SHE CAN'T POSSIBLY HEAVE THAT THING!

CAN SHE?

SHE CAN!

GETTING HER TO UNSTRAP THE ENERVATOR IS GONNA BE HARDER THAN I THOUGHT!

BUT, IF SHE DOESN'T UNSTRAP IT-- AND SOON-- IT'S GONNA KILL HER!

OH, CRIPES!

NOW SHE'S SLAPPING ME DOWN WITH TREADS SHE'S TORN FROM THAT TRACTOR!

YOU SHOULD HAVE LEFT ME ALONE, SPIDER-MAN!

I CAN'T, MOONSTONE!

THERE'S SOMETHING ABOUT YOU--

--MAYBE YOUR PERFUME--

--THAT KEEPS ME COMING BACK--

--FOR MORE!

NOW, EXCUSE ME --

--BUT THIS ENERVATOR JUST DOESN'T GO WITH YOUR SNAZZY DESIGNER COSTUME!

MOONSTONE GASPS, AND GOES LIMP. THE WITHDRAWAL OF THE ENERVATOR'S POWER CAUSES EVERY FIBER OF HER BEING TO SCREAM IN ANGUISH.

NO! IT'S NOT FAIR!

SORRY. I KNOW THIS HURTS YOU A LOT WORSE THAN IT DOES ME.

NOW TO TURN THE ENERVATOR OFF BEFORE...

PERHAPS IT IS THE RADIATION LEAKING FROM THE FAULTILY SHIELDED ENERVATOR THAT DAMPENS SPIDER-MAN'S SPIDER-SENSE. WHATEVER, MOON-STONE CATCHES HIM OFF GUARD.

UNNHHH!

I MAY NOT BE AS POWERFUL WITHOUT THE ENERVATOR--

--BUT I'M FAR FROM BEING BEATEN!

STILL GLOWING, THE DEADLY ENERVATOR FLIES ACROSS THE CONSTRUCTION SITE...

WHERE IT IS SPOTTED BY A SQUAD OF ARRIVING POLICEMEN...

WHAT IS IT? A BOMB?

DUNNO.

DON'T GET TOO CLOSE.

AS NEW YORK'S FINEST ADVANCE ON THE GLOWING ENERVATOR...

CURSE YOU, SPIDER-MAN! NOW THE POLICE WILL RETRIEVE THE ENERVATOR BEFORE ME!

LADY, YOU'RE MAKING ME WISH I'D LET YOU *KEEP* THE BLASTED THING!

IF YOU WERE LUCKY, ITS RADIATION MIGHT HAVE ONLY KILLED YOU!

LIAR! THE ENERVATOR MADE ME FEEL MORE POWERFUL--

--THAN EVER BEFORE!

IT'S NO USE-- SHE'S TOO FAR GONE TO LISTEN TO REASON!

IF THE THING'S NOT SHUT OFF, THERE'S NO TELLING WHAT DAMAGE ITS RADIATION WILL DO!

CORRECTION: WHAT IT IS ALREADY DOING.

TH-THAT'S RIGHT! CL-CLEAR THE AREA! MY MEN... ARE DROPPING LIKE FLIES... FROM RADIATION!

RADIATION? WHAT HAVE WE GOT HERE--A NUCLEAR NIGHTMARE?

KEEP THOSE CROWDS BACK, RILEY!

WHAT'S GOING ON? WE LIVE HERE! WE HAVE A RIGHT TO KNOW!

BELOW...

MY SPIDER-SENSE IS GOING BANANAS! THE ENERVATOR'S RELEASING RADIATION ALL OVER THE PLACE! I'VE GOT TO SHUT IT DOWN, BUT MOONSTONE WON'T LET ME NEAR IT!

YOU'RE ALL THAT STANDS BETWEEN ME AND UNLIMITED POWER, SPIDER-MAN!

YOU WON'T STAND THERE FOR LONG!

KEE-RIPES! SHE'S USED HER LASER POWER TO DROP THAT CRANE ON ME!

NO! NOT ON ME-- ON THE CROWD!

THEY WERE TOLD TO CLEAR THE AREA--THEY IGNORED THE WARNING. NOW THEY ARE TOO ROOTED IN FEAR TO RUN.

LUCKILY, THEIR FAIRY GOD-SPIDER IS WATCHING OVER THEM.

I'M THE ONLY THING STANDING BETWEEN THOSE PEOPLE AND CERTAIN DEATH!

I...WON'T... FAIL... THEM!

THOUGH EVERY SPIDER-POWERED MUSCLE IS STRAINED TO THE LIMIT, IN THE END IT IS SPIDER-MAN'S WILLPOWER...

...THAT ENABLES HIM TO TRIUMPH!

TKLANG

YOU THOUGHT YOU'D REACH THE ENERVATOR WHILE I WAS BUSY WITH THE CRANE-- DIDN'T YOU, MOONSTONE?

WELL, HERE'S A SPIDER-FLASH FOR YOU: YOU BLEW IT, LADY!

MOONSTONE'S OUT-- BUT THERE'S STILL THE MAJOR PROBLEM!

FROM THE WAY MY SPIDER-SENSE IS SCREAMING, I'D SAY IT'S ONLY A MATTER OF SECONDS BEFORE THE ENERVATOR OVER-LOADS!

NOT EVEN DOC CONNERS KNEW WHAT WOULD HAPPEN THEN, BUT I'M BEGINNING TO GUESS...

...AND I'VE GOT A HUNCH IT WON'T BE NICE! THE ENERVATOR SHOULD BE FAR AWAY FROM ANYTHING LIVING WHEN IT EXPLODES!

A SLENDER WEBLINE SNATCHES THE GLOWING DEVICE... AND WHIPS IT UNDER THE CONDEMNED BUILDING.

RRRRRMMMMMMMBLLLLLLE

SHROOM!

SUNNUVAGUN! THE ENERVATOR CAUSED THE BUILDING TO COLLAPSE! MOONSTONE DOESN'T KNOW HOW LUCKY SHE IS -- BUT I EXPECT THE WARDEN WILL TELL HER!

THE NEXT MORNING, AT ST. LUKE'S HOSPITAL...

...AND ALL I REMEMBER IS SPIDER-MAN TRYING TO SAVE ME FROM SOME CRAZY WOMAN IN A WILD COSTUME.

YEP, THAT FITS THE STORY AS WE'VE BEEN ABLE TO PIECE IT TOGETHER, MS. KANE. WE'VE GOT MOONSTONE, SO I GUESS SPIDER-MAN'S IN THE CLEAR.

UH, HI! AM I INTERRUPTING ANYTHING?

THE POLICE INVESTIGATOR LEAVES...

...AND MARCY KANE TRIES TO FIND THE WORDS TO THANK PETER PARKER FOR SAVING HER LIFE.

PETER, I-I'VE GIVEN YOU A HARD TIME SINCE THE DAY YOU GOT INTO GRAD SCHOOL, I'M SORRY.

NO APOLOGIES NECESSARY. WE'RE BOTH UNDER A LOT OF PRESSURE.

PETER, YOU KNOW WHAT I WISH?

WHAT, MARCY?

I WISH THAT IT HAD BEEN YOU WHO'D BEEN ZAPPED BY MOON-STONE INSTEAD OF ME!

HUH?!

I SHOULD HAVE KNOWN! FOR A MINUTE I THOUGHT I ALMOST DETECTED WARMTH EMANATING FROM MS. MARCY "ICE QUEEN" KANE!

HEY, PETER-- THAT WAS A *JOKE!*

A JOKE?

FROM YOU?!

NOT BAD FOR A FIRST TRY. GIVE ME A CHANCE, MAYBE I'LL GET BETTER AT IT.

A CHANCE?

LADY, YOU'VE GOT IT!

AND SO IT BEGINS... AGAIN.

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DETAILS INSIDE

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

TM

APPROVED BY THE COMICS CODE AUTHORITY

BEWARE THE GLITTERING GUN OF... GOLD BUG!

SOMEWHERE ON THE EAST SIDE OF MANHATTAN...

GENTLEMEN, THE *MAGGIA* HAS BEEN PETITIONED FOR AID.

THE PETITIONER OFFERS TO SPLIT THE PROCEEDS OF HIS CRIMINAL ACTIVITIES WITH US IF WE WILL GRANT HIM ACCESS TO OUR 'FENCING' NETWORK.

Stan Lee PRESENTS:

THE SPECTACULAR SPIDER-MAN

HEY, IT'S NOT LIKE I'M ASKING FOR CHARITY! I'M HERE TO PROPOSE A PARTNERSHIP WITH THE MAGGIA.

WE MUST TAKE YOUR PREVIOUS PERFORM-ANCES INTO CONSIDER-ATION.

YEAH, YOUR TRACK RECORD STINKS!

STORY BY **BILL MANTLO** * ART BY **ED HANNIGAN** & **JIM MOONEY**

STILL, THIS ARRANGE-MENT WOULD INVOLVE LITTLE RISK ON OUR ORGANIZATION'S PART.

BUT WE MUST SEE IF YOU CAN FULFILL YOUR HALF OF OUR BARGAIN.

DAILY BUGLE

SCIENCE FRIDAY

GOLD RUSH AT UNIVERSITY

E.S.U. SCIENCE EXPERIMENTS USING PRECIOUS METALS TO BEGIN TOMORROW

I PROPOSE...A TEST.

LETTERS · **ALBERS** COLORS · **SHAREN** DEFALCO EDITOR · SHOOTER CHIEF

YOU WANT ME TO HIT SOME CRUMMY COLLEGE SCIENCE LAB? DON'T WORRY--

--THE GOLD BUG WILL DELIVER!

GOLD FEVER!

THE NEXT DAY, AS AN ARMORED CAR DISGORGES ITS GLITTERING CARGO TO A CHORUS OF OOHS AND AHHS FROM A CROWD--SMITTEN BY THE SIGHT OF THIS GILT FANTASY--AND HELD AT A DISTANCE BY THE REALITY OF POLICE BARRICADES AND ARMED GUARDS.

NONPAREIL SECURITY

ABOVE, UNDER THE EAVES OF THE NEARBY SCIENCE BUILDING, THE SPECTACULAR SPIDER-MAN RECORDS THE DELIVERY OF THE GOLD FOR POSTERITY...AND A PAYCHECK FROM THE DAILY BUGLE...

THIS WOULD BE ONE BORING ASSIGNMENT-- IF ALL THAT GOLD WEREN'T BEING DELIVERED INTO THE HANDS OF *PETER PARKER!*

BELOW, THE FRIENDS AND SCHOOLMATES OF PETER PARKER ARE WONDERING JUST WHAT'S KEEPING THAT UN-FORTUNATE SOUL!

WELL, THE GOLD'S HERE...

BUT NO PETER!

IS HE CRAZY? THIS IS *HIS* EXPERIMENT! IF HE MISSES IT, DOCTOR SLOAN WILL HANG HIS HIDE!

THAT MIGHT BE ALL FOR THE BEST, MARCY! IF OUR POVERTY-STRICKEN MR. PARKER EVER GETS HIS HANDS ON ALL THAT YELLOW, THERE'S NO TELLIN' WHAT'D HAPPEN TO HIM!

HOPKINS, YOU CAN BE A REAL IDIOT AT TIMES! THAT GOLD'S ONLY BEEN *LOANED* TO EMPIRE STATE UNIVERSITY TO TEST SOME THEORIES PETE PUT FORTH IN A RESEARCH PAPER...

ON THE RADIATION-ABSORPTION PROPERTIES OF PRECIOUS METALS. A REAL TONGUE-TWISTER OF A TITLE, HUH?

SO WHERE'S THE PROUD AUTHOR?

PHILIP CHANG'S QUESTION IS, AT THAT VERY MOMENT, BEING ECHOED BY THE HEAD OF ESU'S BIO-PHYSICS DEPARTMENT, DR. MORRIS SLOAN...

PARKER'S RESEARCH PAPER ALMOST MADE UP FOR HIS ABYSMAL ATTENDANCE RECORD. I CONVINCED THE DEAN TO ALLOW THIS EXPERIMENT TO TAKE PLACE ON CAMPUS, YET PARKER'S NOWHERE TO BE SEEN.

I'LL TRY TO FIND HIM, DR. SLOAN!

I HEARD THAT! ONE REASON MY ATTENDANCE HAS BEEN DOWN LATELY IS THAT *CRIME* HAS BEEN UP!

OF COURSE, PETER PARKER COULDN'T VERY WELL OFFER THAT AS AN EXCUSE TO DR. SLOAN--

-- WITHOUT TELLING HIM THAT HIS TARDY TEACHING ASSISTANT IS ALSO *THE AMAZING SPIDER-MAN!*

BUT I CAN'T AFFORD TO LOSE MY *TA* SHIP--OR MY FREELANCE PHOTOGRAPHER'S JOB WITH THE DAILY BUGLE! I HAVE TO PAY MY TUITION NOT TO MENTION AUNT MAY'S MEDICAL BILLS!

OF COURSE, I'D HAVE MORE TIME FOR MY STUDIES IF I DIDN'T SPEND MY NIGHTS WEB-SLINGING ALL OVER TOWN!

I COULD GIVE UP BEING SPIDER-MAN.

... BUT MY LITTLE SPIDER-FEET WOULD STILL STICK TO CARPETS AND MY SPIDER-FINGERS WOULD STILL CLING TO WALLS! SEEMS LIKE A WASTE TO LET SUCH POWERS GO TO WASTE!

SO I GUESS I'LL JUST HAVE TO KEEP JUGGLING THE MANY LIVES OF PETER PARKER LIKE A TRAINED SEAL ON A BEACHBALL!

WEBBED BENEATH A VENTILATION DUCT ON THE ROOF OF THE ESU PHYSICS BUILDING, SPIDER-MAN'S SHOULDER BAG AWAITS HIM...

...CONTAINING THE LESS-THAN-STYLISH PARAPHERNALIA OF HIS PETER PARKER IDENTITY.

I'VE GOT TO REPORT TO DR. SLOAN--

--BEFORE HE BEGINS MY EXPERIMENT, WITHOUT ME!

SECONDS LATER...

AND IF HE COMES IN, MR. ROBERTSON, PLEASE HAVE HIM CALL...

HI, THERE!

PETER! YES, HE'S HERE, MR. ROBERTSON!

PETER PARKER, DR. SLOAN IS FURIOUS! THIS IS YOUR EXPERIMENT, AND...

I GOT HERE AS FAST AS I COULD, DEB! SAY, HOW'RE THINGS WITH YOU AND THAT PREPPIE BOYFRIEND OF YOURS?

BIFF? PETER, I'VE BEEN MEANING TO TALK TO YOU ABOUT THAT--

MR. PARKER, HOW NICE OF YOU TO GRACE THESE HALLOWED WALLS WITH YOUR PRESENCE.

DR. SLOAN!

I DO NOT UNDERSTAND YOU, PETER. YOU ARE A BRILLIANT STUDENT, WHEN YOU DEIGN TO SHOW UP FOR CLASS--

--AND NOW, WHEN ON THE STRENGTH OF A STUNNING RESEARCH PAPER, THE UNIVERSITY SPARES NO EXPENSE TO ALLOW YOU TO PUT YOUR THEORIES INTO PRACTICE, YOU COMPLETELY DISREGARD THE TIME.

WOULD YOU MIND TELLING ME WHAT COULD POSSIBLY TAKE PRECEDENCE OVER THIS EXPERIMENT?

WEB-SLINGING! CRIME-FIGHTING! SUPPORTING A SICK AUNT! PHOTO-JOURNALISM!

UH, NOTHING, DR SLOAN! I-I'M JUST HAVING A HARD TIME GETTING MYSELF TOGETHER!

I SUGGEST YOU APPLY YOURSELF MORE DILIGENTLY, MR. PARKER. THOUGH STABS AT GENIUS ARE WELCOME IN THE FIELD OF PHYSICS, *DISCIPLINE* IS EQUALLY AS IMPORTANT.

I UNDERSTAND, SIR!

HEY! IF IT ISN'T THE "*MIDAS MAN*" HIMSELF!

DON'T GO LETTIN' THAT YELLOW METAL STICK TO YOUR FINGERS NOW, PETE!

STEVE, IN ONE HOUR, THAT GOLD IS GOING TO BE SO "*HOT*" I'M GONNA NEED LEAD-LINED GLOVES JUST TO HANDLE IT!

SAY! HERE COMES SOMEBODY *I'D* LIKE TO HANDLE!

UH, HI, MARCY.

HELLO, PETER. I-I JUST WANTED TO SAY HOW THRILLED I AM THAT YOU'RE GETTING THIS CHANCE TO TEST YOUR IDEAS. IT'S QUITE AN HONOR FOR BOTH YOU AND THE UNIVERSITY!

YOU'RE REALLY BIG ON THAT "OLD SCHOOL HONOR" STUFF, AREN'T YOU?

OF COURSE! HOW WE ACQUIT OURSELVES HERE, IS A MEASURE OF HOW WELL WE'LL SUCCEED IN OUR CHOSEN FIELDS ONCE WE GRADUATE!

MAKING A NAME FOR MYSELF--AND BECOMING A RESPECTED SCIENTIST--IS MORE IMPORTANT TO ME THAN ANYTHING ELSE!

OTHER THINGS ALSO MATTER TO ME, MARCY...

BUT, I DO WANT TO SUCCEED AT SCHOOL!

SOMETIMES I WOULD LIKE PEOPLE TO THINK OF ME AS *THE SPECTACULAR PETER PARKER!*

ENGROSSED IN HIS DISCUSSION WITH MARCY KANE, PETER PARKER FORGETS ALL ABOUT DEBRA WHITMAN...

SHE, HOWEVER, IS FINDING IT INCREASINGLY MORE DIFFICULT TO FORGET HIM!

PETER! OH, PETER!

I-I STARTED DATING BIFF RIFKIN BECAUSE HE IS KIND, AND ATTENTIVE... AND *YOU* NEVER SEEM TO HAVE TIME FOR ME!

BUT THERE'S SOMETHING ABOUT YOU THAT FILLS ME WITH A LONGING I DON'T DARE TO EXPRESS TO YOU... FOR FEAR THAT YOU'D ONLY REJECT ME!

HER THOUGHTS, BORROWED PERHAPS FROM TOO MANY GOTHIC NOVELS, ARE INTERRUPTED AS DR. MORRIS SLOAN EMERGES FROM HIS OFFICE...

I'M GOING TO JOIN PARKER IN THE RADIATION LAB NOW, MS. WHITMAN!

I'LL TAKE YOUR CALLS.

PETER'S STUDIES PLACE HIM ON A PLANE BEYOND MY COMPREHENSION, WHERE HE CAN ONLY COMMUNICATE WITH PEOPLE LIKE DR. SLOAN... AND MARCY KANE!

LATER, IN THE HEART OF EMPIRE STATE UNIVERSITY'S ULTRAMODERN RADIATION LAB--

DANGER RADIATION LAB

RADIATION DANGER

AS YOU KNOW, MR. PARKER, I WILL PERSONALLY SUPERVISE THE FIRST PHASE OF YOUR EXPERIMENT.

AFTER THAT, YOU WILL BE ON YOUR OWN.

I EXPECT NO PROBLEMS. YOUR RESEARCH PAPER OUTLINED THE PROPER SUCCESSION OF STEPS TO BE TAKEN. I EXPECT YOU TO ADHERE TO YOUR OUTLINE.

I WILL, DOCTOR SLOAN.

ONCE WE PASS THROUGH THESE PORTALS--SCIENTIFIC *DISCIPLINE* COULD MEAN THE DIFFERENCE BETWEEN SUCCESS AND FAILURE.

DANGER

WHEW! DR. SLOAN'S REALLY COMING DOWN ON ME!

I'VE GOTTA FORGET ABOUT BEING SPIDER-MAN, FOR ONCE, AND JUST BE PETER PARKER-- *BOY SCIENTIST!*

DETERMINED TO SUCCEED, PETER PARKER FOLLOWS DR. MORRIS SLOAN INTO THE GLEAMING, STERILE INTERIOR OF THE ESU RADIATION LABORATORY...

THE UNIVERSITY'S IRRADIATORS HAVE BEEN PROGRAMMED ACCORDING TO YOUR SPECIFICATIONS, MR. PARKER.

THEY WILL IRRADIATE THE GOLD--AND MONITOR THE METAL'S RATE OF ABSORPTION.

NUMEROUS FINANCIAL INSTITUTIONS--INDEED, EVEN THE GOVERNMENT ITSELF--HAVE EXPRESSED INTEREST IN THE RESULTS OF YOUR EXPERIMENT.

I PRESUME THEY WISH TO KNOW WHAT WILL HAPPEN TO PRECIOUS METALS IN THE EVENT OF A NUCLEAR DISASTER.

HOWEVER, WE ARE NOT TO CONCERN OURSELVES WITH THE PRACTICAL APPLICATIONS OF YOUR RESEARCH, BUT ITS THEORY.

ARE YOU READY TO PROCEED?

YES, DR. SLOAN.

A SINGLE SWITCH IS ACTIVATED...

RADIATION, IN VARYING AMOUNTS, BATHE THE GLITTERING BULLION.

AND, AS THE EXPERIMENT DRAGS ON INTO THE NIGHT, A STRANGE SHIP THE COLOR OF THE MOON DESCENDS UNNOTICED, TOWARDS THE ROOF OF THE PHYSICS BUILDING.

INSIDE, THE GOLD BUG FEELS EQUALLY AS NERVOUS ABOUT BLOWING HIS BIG COME-BACK, AS PETER PARKER DOES OF SUCCEEDING AT HIS EXPERIMENT...

I THOUGHT BECOMING A COSTUMED CRIMINAL WOULD PUT ME ON EASY STREET! I WAS WRONG!

MY OVERHEAD IS STAGGERING!

I USE REAL GOLD IN MY PARAPHERNALIA--MY SHIP COSTUME AND WEAPONRY!

I CAN'T AFFORD TO GO IT ALONE ANYMORE! THE MAGGIA WILL PROVIDE ME WITH A SYSTEM FOR FENCING MY ILL-GOTTEN GOLDEN GAINS--

--FOR 80% OF MY TAKE!

I DON'T HAVE ANY CHOICE! IT IS 20%... OR NOTHING!

BUT TONIGHT I'LL PROVE THAT THE GOLD BUG PAYS HIS OWN WAY!

MODIFIED RADAR SCANNERS IN THE INSECT-LIKE HOVER-CRAFT PINPOINT THE PRE-CISE LOCATION OF THE PRECIOUS METAL--DESPITE THE RADIATION LAB'S HEAVILY SHIELDED WALLS...

TWIN LASER BEAMS SILENTLY CUT AWAY THE STEEL AIR-PURIFICATION VENT DIR-ECTLY OVER THE LAB ITSELF...

AND THEN...

SHIP'S DONE ALL IT CAN!

IT'S TIME FOR A MORE *PERSONAL* TOUCH!

MEANWHILE, UNAWARE OF ANY IM-PENDING DANGER..

GOOD, MR. PARKER! VERY GOOD!

THAT COMPLETES THE FIRST PHASE OF YOUR EXPERIMENT.

THE GOLD IS NOW IRRADIATED. THE INSTRUMENTS WILL MONITOR THE ABSORPTION AND LOSS RATES. *YOU* WILL MONITOR THE INSTRUMENTS.

ALONE, DR. SLOAN?

I WOULD LIKE TO HAVE MY SUPPER, MR. PARKER.

YES, SIR!

WOW! LEAVING ME ON MY OWN IS DOC SLOAN'S WAY OF TELL-ING ME HE TRUSTS ME TO FINISH THE EXPERIMENT ON MY OWN!

AND I GUESS HE FIGURES THAT THE FEAR OF LOUSING UP ON THE DE-RADI-ATING OF A MILLION BUCKS WORTH OF GOLD WILL KEEP ME 'DISCIPLINED'!

HE'S RIGHT! THIS IS MY BIG CHANCE TO RE-ESTABLISH CREDIBILITY IN DOC SLOAN'S EYES!

I WON'T BLOW IT!

DOWNSTAIRS, OUTSIDE DR. SLOAN'S OFFICE...

STILL HERE, MS. WHITMAN?

I-I THOUGHT I'D STAY AND WAIT FOR PETE... ER... MR. PARKER, DOCTOR!

I'M AFRAID YOU'LL BE HERE QUITE AWHILE, THEN--PERHAPS ALL NIGHT. THAT YOUNG MAN IS ERRATIC--BUT INSPIRED. WHAT ARE YOU READING MS. WHITMAN?

OH... ER... 'ACROSS THE FRON-TIERS!"

HEISEN-BERG, HMMM? NOT QUITE A LAYMAN'S GUIDE TO PHYSICS.

STILL, YOU SURPRISE ME, MS. WHITMAN. I WOULD HAVE THOUGHT TO FIND YOU IMMERSED IN THE BRONTE SISTERS, PERHAPS--OR JANE AUSTEN. GOOD NIGHT.

G-GOOD NIGHT, DR. SLOAN!

HE'S RIGHT! PETER COULD READ THIS BOOK EASILY--

BA

--BUT I HAVEN'T UNDERSTOOD A WORD I'VE READ! HOW CAN I EVER RELATE TO...?

AN EXPLOSION!

PETER!!

VROOM

AT THAT MOMENT, INSIDE THE RADIATION LAB...

LOOK! A GUY IN A GOLD SUIT COMING IN THROUGH THE ROOF--

--AND HE'S DROPPED THE CEILING ON THE KID WHO WAS CONDUCTING THIS EXPERIMENT!

CAREFUL! HE'S GOT SOME KIND OF GUN POINTED STRAIGHT AT US!

MY SPIDER-SENSE WARNED ME OF DANGER! BUT THIS RADIATION SUIT HINDERED MY REFLEXES! COULDN'T REACT IN TIME!

I CALL IT MY GOLD-GUN, GENTLEMEN!

GUESS WHY!

BEFORE THEY CAN FIRE A SHOT, BOTH GUARDS ARE SPRAYED WITH GOLD-DUST...

...WHICH HARDENING UPON CONTACT, RENDERS THEM IMMOBILE.

I'VE GOTTA WORK FAST--HIJACK THE GOLD BEFORE ANY-ONE ELSE SHOWS UP! I CAN'T AFFORD TO USE MY GOLD-GUN ON EVERY RENT-A-COP ON CAMPUS!

SPIDER-STRENGTH SAVED ME FROM BEING CRUSHED BY THE FALLING CEILING, BUT THE IMPACT DAZED ME!

COULDN'T SAVE THOSE SECURITY GUARDS, BUT I'VE GOT TO GET THE DEBRIS OFF ME BEFORE ANYONE ELSE FALLS VICTIM TO THAT MANIAC!

BUT, JUST THEN...

GER LAB

RADIATION LAB

PETER! FOR THE LOVE OF HEAVEN, PLEASE BE ALL--

--RIGHT???

OH, BLAST! I-I DIDN'T MEAN TO GILD THAT GIRL! THOUGHT SHE WAS A ANOTHER RENT-A-COP!

WELL, IT'S DONE NOW! I'VE GOTTA GRAB THE GOLD AND GET OUT OF HERE!

DEBRA? DEB??!

SH-SHE CAME TO HELP ME-- BUT I JUST LAY HERE AND LET HER FALL VICTIM TO THE GOLD BUG! WHY DO I ALWAYS FAIL THE PEOPLE WHO CARE FOR ME? WHY?!?

THOUGH DAZED, PETER PARKER STRAINS AGAINST THE MASSIVE WEIGHT WHICH PRESSES HIM TO THE FLOOR...

MEANWHILE...

TIME TO USE ANOTHER OF MY EXPENSIVE INNOVATIONS! IT WOULD TAKE TOO LONG TO REMOVE THE GOLD BAR BY BAR--

--SO A PLASTIC RESIN FLOWS FROM MY CABLE WINCH, HARDENING THE STACK INTO AN EASILY MANAGEABLE WHOLE, WHILE STRAPS BIND IT TOGETHER--

--ENABLING ME TO RIDE MY ILL-GOTTEN GAINS BACK UP TO MY GOLD SHIP!

THIS BULLION WILL BUY ME A PARTNERSHIP WITH THE MAGGIA!

BELOW, TONS OF STEEL-REINFORCED CONCRETE GIVE WAY BEFORE THE INDOMITABLE WILL AND SPIDER-STRENGTH OF PETER PARKER!

UNNGH--I'M FREE!

NOW TO GO AFTER THE GOLD BUG!

HE'S BEING HAULED UP TOWARDS SOME SORT OF SHIP!

HE WON'T REACH IT!

NO! I CAN'T LEAVE DEB AND THE SECURITY GUARDS! THEY'RE STILL ENCASED WITHIN THE GOLD BUG'S PLATING!

THEY'LL SUFFOCATE!

AND, THOUGH THEIR WOULD-BE MURDERER *DESERVES* TO GET AWAY WITH THAT STILL-RADIO-ACTIVE GOLD--

--I CAN'T ALLOW *THAT* TO HAPPEN, EITHER!

SWIFTLY DRAWING A *SPIDER-TRACER* FROM HIS CONCEALED *WEB-BELT*, PETER PARKER HURLS IT HEAVENWARDS...

...WHERE IT ADHERES TO THE HULL OF THE GOLD BUG'S CRAFT!

NOW TO CRACK DEB AND THE GUARDS OUT OF THEIR GOLDEN COCOONS!

TIME IS RUNNING OUT, BUT HOW DO I FREE THEM!?! C'MON, PARKER, YOU'RE A SCIENTIST! USE YOUR HEAD!

RIGHT! I NEED AN ACID SOLUTION THAT WILL MELT THROUGH THE GOLD--BUT WON'T BURN THE SKIN UNDERNEATH!

LUCKILY THE CHEM LAB IS RIGHT NEXT DOOR!

I MUST MIX THE ACID SOLUTION CORRECTLY... AND QUICKLY!

SECONDS LATER...

I DID IT! THEY'RE STILL GROGGY--BUT THEY'LL MAKE IT!

WHA--WHAT HAPPENED?

AND THEN, AS DR. SLOAN RETURNS FROM DINNER...

THE LAB IN RUINS! THE GOLD GONE!

PARKER, WHAT IN HEAVEN'S NAME IS GOING ON?

QUICKLY, PETER EXPLAINS. THEN...

GOOD HEAVENS, PARKER! THE GOLD IS INSURED--BUT IT'S HIGHLY RADIOACTIVE! 'HOT' ENOUGH TO *KILL* ANYONE WHO HANDLES IT!

WE MUST NOTIFY THE AUTHORITIES!

I'LL CALL THE POLICE!

MUCH LATER, AFTER REMOVING HIS STREET CLOTHES PETER PARKER SWINGS INTO ACTION AS THE SPECTACULAR SPIDER-MAN...

WHEW! I NEVER THOUGHT THE POLICE WOULD FINISH WITH THEIR QUESTIONS!

CAN'T BLAME THEM THOUGH! THAT BULLION WAS WORTH A SMALL FORTUNE!

E.S.U. WILL HAVE A LOT MORE EXPLAINING TO DO IF I CAN'T RECOVER IT!

I'M PICKING UP THE SIGNAL FROM MY SPIDER-TRACER LOUD AND CLEAR!

I'VE GOT TO FIND THE GOLD BUG BEFORE HE FENCES THE GOLD HE STOLE--

--OR THAT SHINY YELLOW METAL WILL LEAVE A TRAIL OF GLOWING CORPSES ALL OVER THE BIG APPLE!

SOON, AT A BARGE MOORED NEAR THE COLLAPSING WEST SIDE HIGHWAY...

ALL IS DECEPTIVELY STILL...

INSIDE...

GOLD! GOLD! GOLD!

IT'S BEAUTIFUL! IF ONLY IT COULD TAKE THE PLACE OF FOOD AND DRINK--AND THE OTHER LESSER, BUT NECESSARY, ESSENTIALS OF LIFE!

BUT IT CAN'T!

IT MUST BE BARTERED!

SQUEE

CRUNCH

AH! THE MAGGIA HAS ARRIVED!

BUT UNBE-KNOWNST TO THE MASTER THIEF, SO HAS SOMEONE ELSE!

HMMM! THIS IS EITHER ONE VERY LOST FUNERAL PROCESSION...

...OR THE MOB!

STAY WITH THE LIMO, SAMMY.

"STAY WITH THE CAR, SAMMY! STAY WITH THE CAR!" GEEZ, I'M *TIRED* OF STAYIN' WITH THE CAR!

YOU'RE A BUTTON MAN, AIN'TCHA?

SO?

SO BUTTON YER LIP, BOZO, BEFORE THE BOSS SICS A BUTTON MAN ON *YOU*.

YEAH, MAYBE THAT IS GOOD ADVICE!

KEEP TALKING, GENTS!

YOU'RE ALWAYS FULL OF GOOD ADVICE, JOEY! WHY DON'T YOU CHARGE FOR IT?

YOU COULDN'T AFFORD WHAT I'D CHARGE, SAMMY.

YOU'RE A REAL *CARD*, JOEY! YOU SHOULD CHARGE FOR YOUR JOKES, TOO!

THEN YOU'D BE A REAL *CHARGE CARD!* HA-HA! =URRK!=

SHUT UP, WILLYA, SAMMY?

SAMMY?

SAMMY?

HE LAUGHED HIMSELF TO SLEEP, CHUCKLES!

LIGHTS OUT!

SECONDS LATER, AFTER WEBBING THE UNCONSCIOUS GUNSELS TO THE BUILDING'S FACADE...

THIS OLD WHARF'S AS CAVERNOUS AS GRAND CENTRAL STATION!

I'M SURE NO ONE HEARD ME CONK SAMMY AND JOEY!

P L E

STILL, MY OLD SPIDER-SENSE IS TELLING ME TO PROCEED WITH CAUTION.

ALONG THE SHADOWED CEILING RAFTERS HE GOES, CLINGING LIKE A HUMAN SPIDER!

UNTIL...

MORE NASTIES STANDING GUARD OUT ON THE PIER! TOO MANY TO TAKE QUIETLY!

SINCE THAT BARGE THEY'RE GUARDING SEEMS UNPROTECTED FROM THE SKY--

--THAT'S THE WAY THIS LITTLE UNANNOUNCED WEB-SPINNER WILL DROP IN!

LEAPING FROM BUILDING TO SCAFFOLD-TOWER TO BARGE--THE AMAZING SPIDER-MAN COVERS THE EQUIVALENT OF A CITY BLOCK WITHOUT DETECTION...

HIS ENTRANCE ALONG THE CEILING OF THE BARGE GOES EQUALLY UN-OBSERVED...

EUREKA! THERE'S THE GOLD BUG, THE GOLD, AND THE GOONS!

I'VE PROVIDED THE GOLD, AS I SAID I WOULD--NOW YOU PROVIDE THE FENCING OPERATION!

LIKE GREEDY MOTHS AROUND A GOLDEN FLAME, THE MAGGIA LEADERS GATHER OVER THE GLEAMING YELLOW METAL...

WE'RE IMPRESSED, GOLD BUG! *VERY* IMPRESSED!

THAT IS, OF COURSE, IF THE GOLD IS THE GENUINE ARTICLE!

DON'T TAKE MY WORD FOR IT! HAVE IT ASSAYED!

MACCHIO IS OUR EXPERT IN THAT FIELD!

AH, YES! IF I MIGHT JUST HANDLE A BAR OR TWO?

DO THAT--AND YOU'LL NEVER LIVE TO REGRET IT!

WHO--?

UP THERE-- IN THE SHADOWS-- ATOP THE GOLD BUG'S SHIP!

TA-DAA! DRUM ROLL PLEASE, MAESTRO!

...SPIDER-MAN!

GET HIM! HE'S SPYING ON US!

POW POW PTOW

GOOD GRIEF!

DO YOU THINK I HAVE NOTHING BETTER TO DO THAN PLAY PEEPING TOM?

SWOT!

I CAME HERE TO SAVE YOUR WORTH-LESS LIVES, THOUGH I KEEP ASKING MYSELF WHY!

BUT IF YOU WANT TO FIGHT-- IT'S YOUR BRIDGEWORK!

WHAT'S SPIDER-MAN DOING HERE?

AS THE GOLD BUG PONDERS THAT QUESTION, ABOVE ON THE PIER, THE GUN PACKING WHARF RATS COME TO LIFE...

SPIDER-MAN'S INSIDE THE BARGE!

HOW'D HE GET PAST US?

WHO CARES-- SO LONG AS HE DOESN'T GET OUT!

STOP SHOOTING, YOU FOOLS! WE'RE MORE LIKELY TO HIT OURSELVES THAN HIM!

GET HIM OUTSIDE-- WHERE THERE'S ROOM TO MANEUVER!

I DON'T WANT TO FIGHT THEM AT ALL! I JUST WANT TO KEEP THEM TOO BUSY TO LAY THEIR HANDS ON THE GOLD!

RATTATATAT

A WILDLY-SPRAYED BURST OF SUB-MACHINE GUN BULLETS SEVERS A CABLE BINDING THE BARGE TO THE WHARF...

HUH? THAT SUDDEN LURCH ALMOST THREW ME OFF BALANCE!

ALMOST!

SWINGING AWAY FOR THE PIER, THE BARGE SNAPS THE REMAINING RESTRAINING ROPES...

DECK'S SHIFTING! THE GUNSELS CAN'T STAY ON THEIR FEET!

CAUGHT BY THE RIVER'S SWIFT CURRENT, THE BARGE AND ITS PASSENGERS BEGIN TO DRIFT!

I DON'T KNOW WHO TIPPED YOU TO THIS CAPER, WALL-CRAWLER--

--BUT NO TWO-BIT HERO'S GONNA PULL THE RUG OUT FROM UNDER ME!

YOU KNOW, GOLDIE--

--YOU'RE AWFULLY UNGRATEFUL TO SOME-BODY WHO'S TRYING TO KEEP YOU ALIVE!

GOLD BUG, LOOK OUT! YOU'RE GONNA =UGG=

GOLD BUG'S DUSTER ONLY PARTIALLY COVERED THAT HOOD! HE'LL LIVE...

...WHICH IS MORE THAN I CAN SAY FOR GOLD BUG IF HE DOESN'T LET ME HELP HIM!

BUT I DON'T THINK GOLDIE'S IN THE LISTENING MOOD!

SPIDER-MAN, MY GOLD-GUN WILL TURN YOU INTO A GLITTERING STATUE--AN ELEGANT PERCH FOR THE PIGEONS IN THE PARK!

ONLY IF IT HITS ME, GOGGLE-EYES--

--WHICH IT WON'T, THANKS TO MY HANDY-DANDY WEBBING *SHIELD!*

NOW JUST HOLD THAT POSE WHILE I *WEB-BOLA* YOU OVER!

FACE IT, GOLD-BUG--YOU'RE OUTCLASSED!

YOU'RE GOING TO BE A DEAD LOSER--IF YOU DON'T STAND STILL!

WH--WHAT ARE YOU DOING WITH MY GLOVES?

TAKING THEM OFF--

NO! I'VE *ALWAYS* BEEN OUTCLASSED! I WON'T BE A LOSER ANYMORE!

--TO PROVE A POINT TO YOUR WOULD-BE PARTNERS-IN-CRIME! GATHER 'ROUND, GUYS! SHOOT IF YOU WANT TO--BUT THE MORE TIME YOU WASTE--THE SLIMMER ARE YOUR CHANCES OF GETTING CURED!

CURED? WHAT IN BLAZES IS THE WALL-CRAWLER TALKING ABOUT, GOLD BUG?

I-- I DON'T KNOW!

GUMDROP, YOU'RE DUMBER THAN I THOUGHT! THE GOLD YOU STOLE FROM THAT COLLEGE SCIENCE LAB WAS RADIOACTIVE--PART OF AN EXPERIMENT-IN-PROGRESS! YOU TOUCHED IT, GOLD BUG! SO DID YOUR FRIENDS! LOOK AT YOUR HANDS!

BURN BLISTERS! RUNNING SORES!

I'VE BEEN POISONED BY GOLD!

AND YOU BROUGHT IT HERE--TO US!

YOU'VE POISONED US, YOU CRUMMY--

KILL HIM!

NO! YOU WON'T GET ME! I-I'LL FIGHT MY WAY OUT--GET TO A HOSPITAL!

GOLD BUG! NO! DON'T GO FOR YOUR--

POW

POW

BLAM BLAM BLAM PTOW

--GUN!

I FLIPPED BACK OUT OF THE WAY BEFORE ALL THAT FLYING LEAD COULD VENTILATE MY SPIDER-SUIT--BUT THERE WAS NO TIME TO REACH GOLDIE!

NO SIGN OF HIM! HIS COSTUME LOOKED LIKE REAL GOLD FOIL!

IT MUST HAVE WEIGHED A TON! HE DIDN'T HAVE A CHANCE!

I CAME HERE TO SAVE HIM!

I NEVER GOT THE CHANCE, THANKS TO THOSE...

...DIRTY...

...ROTTEN...

...KILLERS!

LUSTING FOR REVENGE, SPIDER-MAN CLIMBS BACK ABOARD THE DRIFTING BARGE...

...ONLY TO FIND THAT THE HARBOR PATROL HAS ARRIVED IN HIS ABSENCE.

HANDS HIGH! KEEP MOVING!

NYPD

WE WERE ALERTED BY YOUR GUN-SHOTS!

SEARCH THE BARGE!

AND SOON, THE ENTIRE TALE IS TOLD.

HARBOR PATROL

RADIOACTIVE GOLD? CALL METROPOLITAN HOSPITAL'S DECONTAMINATION UNIT-- AND TELL THEM WE'RE ON OUR WAY WITH A DOZEN PATIENTS!

THERE'S STILL NO SIGN OF THE WEB-SPINNER-- OR GOLD BUG! I WONDER IF THEY MADE IT?

OUT OF SIGHT, THE AMAZING SPIDER-MAN CLEAVES THROUGH THE MURKY RIVER, HIS BODY NUMBED BY THE FRIGID WATERS, HIS MIND NUMBED BY THE NIGHT'S ABORTED SUCCESSES AND FAILURES...

THE END

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DETAILS INSIDE

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

TM

APPROVED BY THE COMICS CODE AUTHORITY

FEATURING THE LONG-AWAITED RETURN OF HARRY OSBORN AND LIZ ALLEN!

THE MARK OF THE MOLTEN MAN!

AMID THE POVERTY AND DESOLATION OF MANHATTAN'S LOWER EAST SIDE STANDS **LOISAIDA MEDICAL CENTER**, A NEW HOSPITAL BUILT ON A FIRE-RAZED SECTION OF SLUM.

THOUGH CONSTRUCTION ENDED OVER A YEAR AGO, ITS DOORS HAVE YET TO OPEN.

BLAME THE BUREAUCRACY. BLAME THE FISCAL CRISIS. BLAME WHOEVER YOU WANT...

...BUT THE ONE INCONTROVERTIBLE FACT IS THAT THE NEW LOISAIDA MEDICAL CENTER WILL NEVER SEE A SINGLE PATIENT. SOME SAY THAT THE PLOT OF REAL ESTATE ON WHICH IT STANDS IS CURSED...THAT LOISAIDA--LIKE THE BUILDING THAT OCCUPIED THE SITE BEFORE IT--IS DOOMED TO FIERY DEVASTATION.

A FIREBUG

INTENDS TO MAKE THAT CURSE COME TRUE TONIGHT!

THAT SECURITY GUARD DIDN'T SEE ME! HE'S GOING ON ABOUT HIS ROUNDS!

GAS

BUT, BEFORE THE GIGGLING PYROMANIAC CAN LOB THE FIRST OF HIS GASOLINE-FILLED BOTTLES INTO THE DESERTED HOSPITAL...

FROARR!

FLAMES ARE ERUPTING FROM WITHIN THE HOSPITAL--!

I-I DON'T UNDERSTAND!

IF **I** DIDN'T START THE FIRE...

WHO DID?!!

IN THE ENSUING HOURS, NEW YORK CITY'S POLICE AND FIRE DEPARTMENTS WILL BE TOO INVOLVED IN THEIR DESPERATE ATTEMPTS TO CONTROL THE CONFLAGRATION TO DEAL WITH QUESTIONS OF THE FIREBUG'S GUILT OR INNOCENCE! THAT TASK, BY DEFAULT, WILL FALL TO A CERTAIN WONDROUS WALL-CRAWLER...

Stan Lee PRESENTS: PETER PARKER, THE SPECTACULAR SPIDER-MAN!

I SAW THE FLAMES SHOOTING UP INTO THE NIGHT FROM ALL THE WAY ACROSS TOWN...

I SWUNG OVER AS FAST AS MY LITTLE WEB-LINE COULD CARRY ME TO SEE IF SPIDER-MAN COULD BE OF HELP!

DIDN'T THIS PLACE HAVE A *SPRINKLER SYSTEM?!*

THE HOSPITAL NEVER OPENED-- SO THEY NEVER TURNED THE SPRINKLERS ON!

BILL MANTLO -- WRITER
GREG LAROCQUE -- PENCILS
JIM MOONEY -- INKS
DIANA ALBERS -- LETTERS
BOB SHAREN -- COLORS
TOM DE FALCO -- EDITOR
JIM SHOOTER -- EDITOR-IN-CHIEF

LOISAIDA HOSPITAL, HUH? I SAW IT BEING BUILT--AND I SEEM TO RE-MEMBER SOME SCANDAL ABOUT ITS REMAINING CLOSED!

MY FRIENDLY NEIGHBORHOOD NEWSPAPER PUBLISHER--JOLLY JONAH JAMESON --LIKES SCANDALS! THEY SELL NEWSPAPERS!

AND I SELL PICTURES!

THERE! MY SPIDER-CAMERA'S FOCUSED AND MY WEBBING WILL HOLD IT IN PLACE!

THWIP

IT'S READY TO AUTO-MATICALLY RECORD ALL THE ACTION!

SUDDENLY...

UH-OH! MY *SPIDER-SENSE* IS WARNING ME OF *DANGER*--

SARGE! THE FIRE'S WEAKENED THE BUILDING'S INTERNAL SUPPORTS! THE WALLS ARE CAVING OUTWARDS!

MURPHY! BACK DOWN THE LADDER! HURRY!

WE'LL NEVER MAKE IT! THERE'S NO WAY TO EVADE THAT FLAMING DEBRIS!

WE-WE'RE GONNA DIE!

HAVE NO FEAR-- *SPIDEY'S HERE!*

THWIP

SHEESH! DID I REALLY SAY THAT LINE?!

SWEET MERCIFUL HEAVEN! WE--WE AIN'T GOT A CHANCE!

DON'T PANIC! I'M COMING! I'M COMING!

TO OBSERVERS ON THE GROUND, IT LOOKS AS IF NOTHING COULD POSSIBLY SURVIVE THE RAIN OF FLAME AND CONCRETE THAT STRIKES THE LADDER WHERE THE TWO FIREMEN WERE LAST SEEN!

FROOM!

GET THE AMBULANCES UP HERE-- ON THE DOUBLE!

HOWEVER...

WE'RE HAVING A HOT TIME ON THE OLD TOWN TONIGHT, EH, GENTS?

SPIDER-MAN! Y-YOU THREW A *WEB-UMBRELLA* UP BETWEEN US AND THE FALLING DEBRIS! YOU SAVED US!!

B-BUT THE DAILY BUGLE SAYS *YOU'RE* A MENACE--A CRIMINAL!

GET A GRIP ON YOURSELF, MURPHY! IF IT WEREN'T FOR SPIDER-MAN, WE'D BE *DEAD* RIGHT NOW!

THAT CANCELS OUT EVERY EDITORIAL J. JONAH JAMESON EVER WROTE!

THANKS FOR YOUR VOTE OF CONFIDENCE, SARGE!

NOW, IF YOU'LL EXCUSE ME--

--I SEE TROUBLE BREWING ON THE STREET, BELOW!

HE LEAPS, SEEMINGLY TOWARD CERTAIN DEATH...

...ONLY TO TWIST, ARC, AND FLIP HIS BODY IN A MANNER NO OTHER HUMAN BEING COULD POSSIBLY DUPLICATE!

SPIDER-AGILITY I LOVE YA!

THERE'S LT. *KEATING* OF THE POLICE DEPARTMENT'S *SPECIAL POWERS TASK FORCE!* WHAT'S HE DOING HERE?

GLAD YOU SAVED THOSE TWO FIRE-FIGHTERS, WALL-CRAWLER, BUT YOU'RE TOO LATE TO HELP US CATCH THE *FIREBUG!*

BUT I TELL YA, I-I DIDN'T TORCH THE HOSPITAL! I-I WANTED TO, BUT I NEVER GOT THE CHANCE!

THE GUY'S A KNOWN PYROMANIAC--RESPONSIBLE FOR SETTING INNUMERABLE FIRES IN THE NEIGHBORHOOD...

ONLY THIS TIME HE GOT A LITTLE CARRIED AWAY--AND DECIDED TO PUT THE TORCH TO THE HOSPITAL JUST TO SEE SPARKS DANCE IN THE SKY!

I CAUGHT HIM WITH THIS STUFF SECONDS AFTER THE PLACE EXPLODED INTO FLAMES!

A DOZEN *MOLOTOV COCKTAILS*, AND A *LIGHTER!* WE'VE GOT THE CRUMB DEAD TO RIGHTS!

I JUST HOPE YOU FELLAS CAN *HOLD* HIM!

DID YOU HEAR THAT? THE COPS SAY THAT GUY TORCHED THE HOSPITAL!

HE TOOK AWAY OUR ONLY CHANCE OF EVER GETTING DECENT MEDICAL CARE IN THIS SLUM!

WHAT'S THE PENALTY FOR ROBBIN' A COMMUNITY OF ITS HOSPITAL?

TEN YEARS FOR ARSON? FIFTEEN? TWENTY? THAT AIN'T GOOD ENOUGH!

GET HIM! STRING HIM UP!

DON'T LET THE COPS STAND IN OUR WAY!

HUSTLE THAT FIREBUG OUTTA HERE BEFORE THE MOB FEEDS HIM TO THE FLAMES!

I'M INNOCENT, I TELL YOU!

UH, LIEUTEN-ANT, I KNOW YOU'RE NOT ONE TO TAKE ADVICE--

--BUT I THINK YOU'D BETTER START CIRCLING YOUR WAGONS!

THE MOB'S BROKEN THROUGH OUR BARRICADES! HERE THEY COME!

BUT WHAT'S THAT WALL-CRAWLER DOING?

54

JUST BUYING TIME, FRIEND, AND TRYING TO SEE TO IT THAT NO ONE GETS HURT!

SPIDER-MAN IS SIDING WITH THE COPS!

I'LL BET *HE* STARTED THE FIRE!

IT'S A CON-SPIRACY!

UNH-HUH! NEXT THEY'LL ACCUSE *ME* OF SINKING THE TITANIC AND DOWNING THE HINDENBURG!

I CAN'T BLAME THEM, THOUGH!

IT WAS *THEIR* HOSPITAL THAT JUST WENT UP IN SMOKE!

I'LL GET YOU, WEB-SLINGER--!

NO, PAL... I'M BETTING YOU WON'T!

THWIP

HEY! I'M STUCK-- HELD FAST BY HIS BLASTED WEBBING!

EXACT-LY!

THE BUGLE'S RIGHT! YOU ARE A MENACE!

AN' YOU'RE A LOUD-MOUTH! SHADDUP BEFORE I RUN YOU IN FOR DIS-TURBIN' THE PEACE!

HOURS LATER, HAVING RETRIEVED HIS CAMERA, SPIDER-MAN STARTS TO SWING AWAY FROM THE SCENE OF THE NIGHT'S DISASTER...

THE FIRE DEPARTMENT'S FINALLY GOT THE BLAZE PUT OUT AND KEATING'S MANAGED TO DISPERSE THE CROWD!

IT'S FUNNY HOW THAT FIREBUG KEPT PROTESTING HIS INNOCENCE... ESPECIALLY SINCE HE WAS CAUGHT RED-HANDED! MAYBE THIS CASE DESERVES A SECOND LOOK...

SOON, AT THE LESS FIRE-DAMAGED REAR OF THE HOSPITAL...

THIS IS WHERE THAT SECURITY GUARD CAUGHT THE FIREBUG--!

ODD! THAT HOLE IN THE WALL DOESN'T LOOK LIKE IT WAS CAUSED BY THE FIRE! MAYBE I'D BETTER PEEK INSIDE...

HMM! FROM THE LOOKS OF THIS INTERIOR DAMAGE I'D SAY THE FIRE WAS CAUSED BY AN EXPLOSION IN THE BASEMENT!

HEY! WHAT'S THAT UNDER THE DEBRIS--?

FOOTPRINTS-- MELTED INTO THE CONCRETE-- AND LEADING AWAY FROM THE HOSPITAL!

THE PAPERS REPORTED THAT THIS SITE WAS CURSED... THAT THE HOSPITAL WOULD BE CONSUMED IN FIRE-- LIKE THE BUILDING WHICH STOOD HERE BEFORE IT!

I THOUGHT THAT WAS JUST YELLOW JOURNALISM...

... BUT NOW I REMEMBER WHAT STOOD ON THIS BLOCK BEFORE-- THE *FENSTER PHARMACEUTICALS COMPANY!*

AND, UNLESS I MISS MY GUESS, THAT FIREBUG JUST MAY HAVE BEEN TELLING THE TRUTH ALL ALONG!

THE AMAZING ARACHNID SWINGS OFF INTO THE NIGHT ON A SLENDER STRAND OF WEBBING...

...TO ARRIVE CROSSTOWN A SHORT WHILE LATER AT A CERTAIN FAMILIAR CHELSEA APARTMENT...

HOME...

HERE'S THE ONLY PLACE I CAN BEGIN MY DETECTIVE WORK! I CAN'T GRILL INFORMANTS THE WAY ***DAREDEVIL*** WOULD, OR RUN CLUES THROUGH A COMPUTER LIKE THE ***FANTASTIC FOUR***...

...BUT I CAN CONSULT PETER PARKER'S PERSONAL TELEPHONE BOOK!

LESSEE... BRANT... CHANG... GRANT... HOPKINS... KANE...

OSBORN! HARRY OSBORN!

IT'S BEEN A LONG TIME SINCE I LAST HEARD FROM HARRY.

I'M NOT SURE THIS IS EVEN HIS RIGHT NUMBER, OR IF HE STILL LIVES IN THE CITY...

UH-OH! SOMETHING'S WRONG! MY PHONE IS DEAD--

THAT'S ODD! I WONDER IF THERE'S TROUBLE ON THE LINE, OR--?

I REMEMBER NOW!

THE PHONE COMPANY SENT ME THIS NOTICE--THREATENING TO CUT OFF MY SERVICE--IF I DIDN'T PAY MY OVERDUE BILLS!

PARKER, YOU'RE CREDIT RATING MUST BE AS LOUSY AS THE METS' WIN-AVERAGE!

EVEN IF I COULD COME UP WITH THE CASH TO SQUARE ME--

--MA BELL WOULDN'T RESUME SERVICE TILL TOMORROW!

I'LL HAVE TO RESORT TO DES-PERATE MEASURES--

--AND RAID MY LIFE-SAVINGS!

PLUNK PLUNK

SECONDS LATER...

BROKE AGAIN! OH, WELL--EASY COME, EASY GO!

I CAN CALL FROM THE PAY PHONE AT THE CORNER--IF IT'S WORKING!

SOON, AFTER RECEIVING A "DISCON-NECTED" RE-CORDING AT THE NUMBER LISTED AS HARRY OSBORN'S...

H'LO, FLASH? *FLASH THOMPSON?*

PETER PARKER? HEY, IT'S BEEN A WHILE, BUDDY! HOW'VE YA BEEN?

SOUNDS LIKE YOU'VE GOT A HECKUVA COLD!

THAT'S MY *MASK*, MUFFLING MY VOICE!

I WAS WONDERING IF YOU COULD HELP ME, HOTSHOT. I'M TRYING TO LOCATE *HARRY OSBORN* OR *LIZ ALLEN*.

DID YOU KNOW THEY FINALLY GOT MARRIED? I GUESS HARRY MEANT IT WHEN HE SAID HE WANTED TO SEVER ALL TIES WITH THE PAST AND...GET AWAY FOR A WHILE.

NO, I DIDN'T GO TO THE WEDDING, EITHER --JUST HEARD ABOUT IT.

FLASH DARLING, WHO'S ON THE PHONE?

HEY! SHA SHAN HONEY! IT'S PETER PARKER-- A REAL BLAST FROM THE PAST!

SAME OLD FLASH--AS EXUBERANT AS EVER--AND IT SOUNDS LIKE HE AND SHA SHAN ARE STILL HAPPY TOGETHER!

ECIAL
UNK ONE
4.59
TL

YOU WOULDN'T HAVE ANY IDEA WHERE HARRY AND LIZ ARE NOW, WOULD YOU?

RITUAL ADVISOR

ASTROLOGY

TERRY

YOU SHOULD HAVE INVITED PETER OVER BEFORE HANGING UP, FLASH.

YOU'RE RIGHT, HONEY--GUESS I WASN'T THINKING. GEE, PETER AND I STARTED OUT AS ENEMIES AND LEFT OFF AS BEST FRIENDS...

ENGLEWOOD, NEW JERSEY... I GOT A CHRISTMAS CARD FROM THEM!

THANKS, FLASH! THANKS A LOT!

...AND NOW WE HARDLY EVER SEE EACH OTHER. THAT'S LIFE, HUH?

LIFE! FRIENDSHIPS SWEPT AWAY LIKE WATER UNDER A BRIDGE! BUT SOMEHOW I NEVER THOUGHT I'D LOSE TRACK OF THE OLD GANG...

...HIGH SCHOOL SEEMS A LIFETIME AGO!

MAYBE MY SEARCH FOR HARRY AND LIZ WILL KICK OFF A REUNION--IF A CERTAIN MENACE FROM THE PAST HASN'T ALREADY REACHED THEM!

NO! I CAN'T THINK THAT!

PORT AUTHORITY

IC EXIT ONLY

THE *PORT AUTHORITY BUS TERMINAL* IS THE GATEWAY TO NEW JERSEY...

...AND HITCHING A RIDE TO ENGLEWOOD IS FASTER THAN WEB-SLINGING IN A STATE THAT'S GOT MORE TREES THAN SKYSCRAPERS!

ENGLEWOO
EXIT ONLY
6 F

THUS, SOON...

THERE IT IS! A SNUG LITTLE RANCH HOUSE IN A NICE NEIGHBORHOOD! JUST THE KIND OF PEACE HARRY AND LIZ DESERVE! THEY'VE HAD THEIR SHARE OF PROBLEMS!

OSBORN

HARRY USED TO SUFFER FROM A SPLIT PERSONALITY! IN TIMES OF GREAT STRESS, HE WOULD GO WILD AND BECOME MY GREATEST ENEMY... *THE GREEN GOBLIN!*

I ONLY HOPE I MISINTERPRETED THOSE FOOTPRINTS I SAW BURNED INTO THE STREET AT THE SCENE OF THE HOSPITAL FIRE... I DON'T WANT HARRY UPSET!

NO SENSE HOLDING BACK ANY LONGER! IF THIS WERE MANHATTAN, I'D SIMPLY SWING IN THROUGH THE WINDOW--BUT THEY HAVE *SCREENS* UP HERE!

BESIDES, I SUSPECT MY SUPER-HEROICS WERE A PART OF THE VERY PROBLEM WHICH HARRY AND LIZ HOPED TO ESCAPE BY MOVING OUT HERE.

I'LL REIN IN MY FLAIR FOR THE DRAMATIC...

DING DONG

...AND SETTLE FOR THE DOORBELL!

ONLY SILENCE GREETS SPIDER-MAN'S RING AT FIRST. THEN HE HEARS VOICES, THE SOUND OF FOOTSTEPS, AND...

H-HELLO? WHO--? *SPIDER-MAN!*

HELLO, HARRY. IT'S BEEN A LONG TIME, HASN'T IT?

YES! I MEAN... NO! WHAT IN BLAZES ARE *YOU* DOING HERE?

I'D LIKE TO TALK TO YOUR WIFE, IF I MAY.

SAME OLD HARRY--NERVOUS AS EVER.

WHAT ABOUT IT, HARRY? CAN I TALK TO LIZ?

HUH? *SPIDER-SENSE* IS TINGLING LIKE CRAZY?!

HARRY, I JUST NOTICED--YOU'RE *SWEATING!* BUT IT'S NOT A HOT NIGHT--!

IT WILL BE FOR YOU, WALL-CRAWLER!

SSHHHHSKRASH!

IT'S HIM! HE'S HERE--HIDING BEHIND THE DOOR! I WASN'T MISTAKEN--!

WHEW! HE ALMOST CONNECTED!

THE MOLTEN MAN LIVES AGAIN!

I NEVER DIED, PUNK! MAYBE I CAN'T *EVER* DIE!

BUT THERE ISN'T ANY-THING THAT CAN SAVE YOU--NOW THAT YOU'VE CROSSED MY PATH AGAIN!

MARK! STOP THIS, PLEASE! NO ONE WANTS TO HURT YOU!

HI, LIZ! SORRY TO HAVE TO DROP IN ON YOU THIS WAY--!

YOU SHOULD BE, SPIDER-MAN! LIZ HAD ALMOST MANAGED TO CALM HER *STEP-BROTHER*-- TO TALK HIM INTO GIVING HIMSELF UP!

AND I HAD TO SAIL IN AND SET RAXTON OFF AGAIN!

SWELL! I FIGURED HE'D COME HERE--IF ANYWHERE-- AND I COULDN'T TAKE THE CHANCE OF HIM DOING TO HARRY AND LIZ--WHAT HE DID TO THAT HOSPITAL!

WHOA! I MUST BE CRAZY-- THROWING A PUNCH AT A MAN WHOSE BODY IS SEVERAL HUNDRED DEGREES FAHRENHEIT! I'M LUCKY MY SPIDER-SENSE WARNED ME OF THE DANGER!

BUT THEN, EVEN BEFORE THE AMAZING WALL-CRAWLER CAN REACT, THE MOLTEN MAN LUNGES FORWARD, AND...

GOT'CHA!

MARK! IN THE NAME OF HUMAN DECENCY, LET HIM GO!

"HUMAN DECENCY" WENT OUT THE WINDOW WHEN I BECAME A FLAMING FREAK! I DIDN'T TELL HIM TO FOLLOW ME HERE, LIZ! I DIDN'T ASK HIM TO ATTACK ME!

≷UGG≶ I WAS SO BUSY CONGRATULATING MYSELF-- I GOT CARELESS! HIS TOUCH IS SEARING... MY FLESH!

BESIDES, WHERE'S YOUR DECENCY, LIZ?

WHERE'S SPIDER-MAN'S?

FORGOT WHAT THE PAIN COULD BE LIKE--!

ALL I EVER DID WAS ASK YOU FOR HELP--ASK YOU TO STEAL CHEMICALS THAT COULD CURE ME OF MY CONDITION! SURELY THAT WASN'T SO MUCH TO DO FOR YOUR STEP-BROTHER!

BUT YOU LET YOURSELF GET CAUGHT, AND TIME RAN OUT FOR ME! I KNEW I WAS DYING, AND DIDN'T WANT TO GO ALONE!

FENSTER PHARMACEUT

LET THE GIRL GO, MOLTY!

PLEASE, LIZ! COME BACK! DON'T LET ME DIE AS I'VE LIVED...

...ALONE!!

AND YOU, SPIDER-MAN-- INSTEAD OF LETTING ME GO TO MY DEATH WITH THE ONLY PERSON WHO EVER CARED FOR ME--YOU SNATCHED LIZ AWAY JUST AT THE MOMENT WHEN I SEEMED TO ERUPT IN FLAMES!*

*SEE AMAZING SPIDER-MAN #173.

BUT, I *DIDN'T* DIE! THE CHEMICALS HOUSED AT THE FENSTER PHARMACEUTICAL COMPANY SOMEHOW COMBINED WITH MY MOLTEN FLESH AND KEPT ME ALIVE! WHILE I LAY IN SHOCK THE RUINS WERE RAZED AND A NEW BUILDING WAS ERECTED ABOVE ME ON THE SITE!

THEN, EARLIER TODAY, I AWOKE-- COMING TO LIFE LIKE AN ERUPTING VOLCANO!

THE MOLTEN MAN WAS FREE!

SOMEHOW, HE FOUND US! I-I'D HOPED THAT LIZ COULD REASON WITH THE MOLTEN MAN--THAT SHE COULD GET HIM TO LEAVE US IN PEACE!

PEACE! THAT'S ALL I WANTED! THAT'S WHY I MOVED US HERE--TO ESCAPE THE INSANITY OF OUR PAST LIVES!

BUT THE PAST HAS FOLLOWED US--RETURNED TO HAUNT US --TO ENDANGER US ALL OVER AGAIN!

HARRY, PLEASE--CALM DOWN!

YES, HARRY--CALM DOWN! I DON'T WANT TO BE RESPONSIBLE FOR YOU GOING OFF THE DEEP END AGAIN!

YEAH, AND IT JUST SO HAPPENS THAT YOU DESTROYED A HOSPITAL... THAT ONLY *HAPPENED* TO BE EMPTY AT THE TIME!

YOU'RE DANGEROUS, RAXTON, TO YOURSELF AND TO EVERYONE ELSE!

BUT THEN...

THIS IS MY *HOME*, MOLTEN MAN!

I DON'T NEED SPIDER-MAN BACKING ME UP TO TELL YOU TO *GET OUT!*

KRASH!

WHY, YOU LITTLE TWERP--!

SO YOU'VE GOT GUTS AFTER ALL? I NEVER WOULD HAVE GUESSED IT!

I'LL HAVE TO THINK OF YOU IN A WHOLE DIFFERENT LIGHT--AFTER THEY PUT YOUR *ASHES* IN AN URN!

--I'M NOT AFRAID OF YOU!

YOU'RE EITHER VERY BRAVE--OR VERY, VERY *STUPID!*

HARRY, GET BACK! LET ME HANDLE HIM!

NO, SPIDER-MAN! I'VE LET OTHERS FIGHT MY BATTLES FOR YEARS--YOU, LIZ, THE PSYCHIATRISTS! IT'S TIME HARRY OSBORN STOOD UP FOR WHAT BELONGS TO HIM!

YOU DIDN'T COME HERE SEEKING LIZ'S HELP, MOLTEN MAN--YOU CAME HERE TO HURT HER FOR LEAVING YOU TO DIE ALONE!

BUT YOU'LL NEVER TOUCH MY WIFE--NEVER HURT HER--NOT WHILE I LIVE!

KISS YOUR LITTLE LADY, YOUR RANCH HOUSE, AND YOUR LIFE GOODBYE, TWERP--BECAUSE THIS IS WHERE YOU *BUY IT!*

HARRY, YOU STOOD UP TO HIM! YOU PROVED YOU'RE A HERO!

NOW GET OUT OF HERE BEFORE HE FRIES YOUR FACE!

SWOK!

BEAT IT, BUDDY! TAKE LIZ AND GO!

COME ON, HARRY! WE'LL GET TO A NEIGHBORS AND PHONE FOR THE POLICE!

BUT, MY HOUSE--!

YOU'LL USE YOUR INSURANCE TO BUILD A NEW ONE!

HE'LL HAVE TO, WALL-CRAWLER--

--BECAUSE I'M GOING TO BURN THIS PLACE DOWN AROUND YOUR EARS!

OKAY, LESS CHAT--MORE SCAT! CAN'T LET RAXTON'S MOLTEN MITTS CONNECT WITH MY SINGED SKIN AGAIN!

THWIP!

YET, AT THE SAME TIME, I'VE GOTTA FIND SOME WAY TO MAKE CONTACT WITH HIM!

THESE HOME-MADE BOXING GLOVES WOULD NEVER PASS MUSTER WITH KENNY NORTON...

...BUT THEY SHOULD DO THE TRICK!

WHY ARE YOU HOUNDING ME, WALL-CRAWLER? WHY SHOULD YOU CARE IF I SET FIRE TO A HOSPITAL--OR SETTLE A SCORE WITH MY STEP-SISTER?

I CARE BECAUSE A COMMUNITY NEEDED THAT HOSPITAL AND BECAUSE AN INNOCENT MAN WILL GO TO JAIL FOR TORCHING IT IF I DON'T BRING YOU IN--

--AND BECAUSE LIZ ALLEN'S A FRIEND OF MINE!

ACTUALLY, ONLY THE LAST REASON REALLY HOLDS WATER!

THAT HOSPITAL HAD NEVER BEEN USED, AND THE FIREBUG WAS A CERTIFIED PYROMANIAC WHO'D BE BETTER OFF IN PRISON!

BUT IF PEOPLE ARE IN DANGER, I'LL HANG IN THERE FIGHTING FOR THEM.

WHRUMP!

UH-OH! HARRY'S HOME REALLY IS BURNING TO THE GROUND! AND I'M JUST AS RESPONSIBLE FOR THE DAMAGE AS--

--THE *MOLTEN MAN!*

I'D ALWAYS HEARD THAT YOU HAD SOME KIND OF SIXTH-SENSE THAT WARNED YOU OF DANGER, WALL-CRAWLER!

CRAK

WHAT HAPPENED? SOMEBODY PULL THE BATTERIES ON YOUR SPIDER-ALARM?

NO! I JUST GOT SO HEAVY INTO MY OWN SOUL SEARCHING THAT I IGNORED THE WARNING TINGLES--

--AND THIS WALKING, TALKING LAVA-FLOW IS GOING TO MAKE ME PAY FOR MY PRE-OCCUPATION!

DO YOU HAVE ANY IDEA WHAT I'M GOING TO DO TO YOU NOW, WEB-SLINGER?

UH, SOMETHING LIKE WHAT MT. ST. HELENS DID TO THE STATE OF WASHINGTON?

EVEN AS THE MOLTEN MAN'S LAVA-LIKE FINGERS REACH FOR THE DAZED WEB-SLINGER, HARRY OSBORN ARRIVES AT A FATEFUL DECISION...

LIZ HAS GONE TO PHONE THE POLICE--BUT I COULDN'T ABANDON SPIDER-MAN!

THOUGH HELPING HIM MAY COST ME MY HOME, MAYBE EVEN MY LIFE--

--AT LEAST I'LL HAVE MY *SELF-RESPECT!*

SSSHHHHH

WATER? YOU'RE SPRAYING ME WITH *WATER?!* THAT'S LIKE TRYING TO PUT OUT A VOLCANO WITH SPIT!

MAYBE HARRY'S ACTION CAN'T DAMPEN YOUR BLAZING BODY, MOLTY--BUT IT CAN COOL IT DOWN ENOUGH FOR ME TO DO--

--THIS!

SPAK!

NOW IF ONLY I CAN KEEP MOLTY COOLED DOWN--!

THE *POOL!* THERE'S ENOUGH WATER IN THERE TO DO THE JOB--

--BUT HOW DO I LURE HIM INTO IT?!

AS SPIDER-MAN PONDERS HOW TO BRING ABOUT THE MOLTEN MAN'S DEFEAT, ALL OF ENGLEWOOD SEEMS TO COME ALIVE AS HARRY AND LIZ'S NEIGHBORS POUR FORTH FROM THEIR HOMES...

HEY-- HARRY'S PLACE-- IT'S ON FIRE!

LOOK! IT'S SPIDER-MAN!

HERE IN JERSEY?

HARRY--RUN FOR YOUR LIFE!

I'M NOT GIVING UP MY HOME, MRS. JOHNSON! I'M NOT RUNNING AWAY!

I'LL FIGHT FOR WHAT'S MINE!

AND YOU'LL HELP HIM, SIMON JACOBS!

HUH?

YOU'VE GOT A HOSE! USE IT TO HELP YOUR FRIEND!

MRS. JACOBS IS RIGHT! HARRY'S IN TROUBLE--

--AND WE'RE HIS NEIGHBORS!

AND SO...

SWAK!

GARDEN HOSES AND SPADES AGAINST THE MOLTEN MAN...?

HARRY'S NEIGHBORS ARE BRAVE, IF A BIT MATERIALISTIC!

BUT THEY SEEM TO BE PULLING IT OFF! THE SHEER AUDACITY OF THEIR ATTACK HAS THE MOLTEN MAN REELING--

GO BACK TO YOUR OWN NEIGHBORHOOD, YA FLAMIN' FREAK!

YEAH, BEFORE YOU LOWER PROPERTY VALUES!

THE CONSTANT STREAM OF WATER HAS DROPPED THE MOLTEN MAN'S TEMPERATURE BY SEVERAL HUNDRED DEGREES--

--I CAN GET IN A FEW SOLID SHOTS WITHOUT WORRYING ABOUT FRYING MY FINGERS!

SPKOW!

BUT I'M NOT HOME FREE YET! ALREADY RAXTON'S BODY IS REHEATING, TURNING THE WATER INTO STEAM!

IT'S ONLY A MATTER OF TIME BEFORE HE REALIZES HE CAN CUT OFF THE FLOW BY ATTACKING HARRY'S NEIGHBORS!

I'VE GOT TO BEAT HIM BEFORE THAT HAPPENS!

AND I THINK THE MOMENT OF TRUTH--

--IS JUST ABOUT... *NOW!*

SORRY TO BE ON YOUR BACK ABOUT THIS, MOLTY, BUT WHY DON'T YOU JUST SURRENDER--

--AND SAVE THE WEAR AND TEAR ON THE *DECK CHAIRS*?!

SVAM!

OH, LORD! HE'S NOT HURT! HE'S GETTING UP AGAIN!

THAT'S RIGHT, SISTER! LIKE I SAID BEFORE, I MIGHT'VE ALREADY GONE BEYOND THE POINT WHERE ANYTHING CAN HURT ME!

WH-WHAT ARE YOU GOING TO DO?

DO? FOR START-ERS I'M GOING TO BARBECUE YOU AND YOUR WIFE, OSBORN--THEN I'M GONNA BURN NEW JERSEY TO THE GROUND--

I DON'T THINK SO, MOLTEN MAN--IN CASE YOU HAVEN'T NOTICED--

--YOU'RE NOT SO *HOT* ANYMORE!

INSTEAD OF BLAZING LIKE A FOUR-ALARMER, YOU'VE GONE KIND OF COLD AND CLAMMY--LIKE A CAMPFIRE AFTER A THUNDER-SHOWER!

I'LL HEAT UP AGAIN, WALL-CRAWLER, AND WHEN I DO...!

IT'LL BE A COLD DAY IN JULY!

STEAM SPRAYS FORTH FROM THE POOL AS THE MOLTEN MAN TOUCHES THE WATER'S SURFACE...

SPLOOSH!

...AND THEN THE STEAM, AND THE WATER, ARE GONE -- LEAVING ONLY AN UNCONSCIOUS, METALLIC, AND NO LONGER MOLTEN SUPER-VILLAIN!

LOOK! H-HE'S REVERTED TO HIS ORIGINAL, METAL-PERMEATED SELF! HE'S STOPPED BURNING!

THEN... IS THE THREAT OF THE MOLTEN MAN... OVER?

I DON'T KNOW, LIZ. HE WAS NO SLOUCH EVEN IN HIS METALLIC FORM.

HARRY, OUR HOME--?

WE'LL REBUILD, LIZ!

WE'LL START ALL OVER AGAIN!

WE'LL HELP HARRY!

SURE, BUDDY-- YOU CAN COUNT ON US!

YOU CAN STAY AT MY PLACE TILL THE JOB'S DONE!

I-I DON'T KNOW HOW TO...

THANK YOU! THANK YOU ALL!

NO NEED, LIZ -- THAT'S WHAT FRIENDS ARE FOR!

FRIENDS... AND *NEIGH-BORS!*

IS *THIS* THE APATHETIC SUBURBS I'VE HEARD SO MUCH ABOUT?

SOUNDS LIKE HARRY AND LIZ HAVE FOUND THEM-SELVES A LITTLE PIECE OF PARADISE ON EARTH!

SUPER-TYPES LIKE THE MOLTEN MAN AND I DON'T BELONG HERE! WE'RE THE SERPENTS WAITING TO CHASE THEM OUT OF EDEN.

HARRY AND LIZ HAVE FOUND THEIR NICHE! I WON'T IN-TRUDE ON THEM FURTHER.

I JUST WISH I'D ASKED THEM HOW THE BUSES RUN TO NEW YORK.

end

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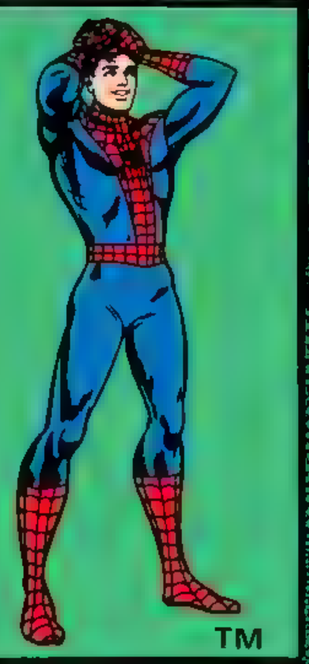
PETER PARKER, THE SPECTACULAR SPIDER-MAN®



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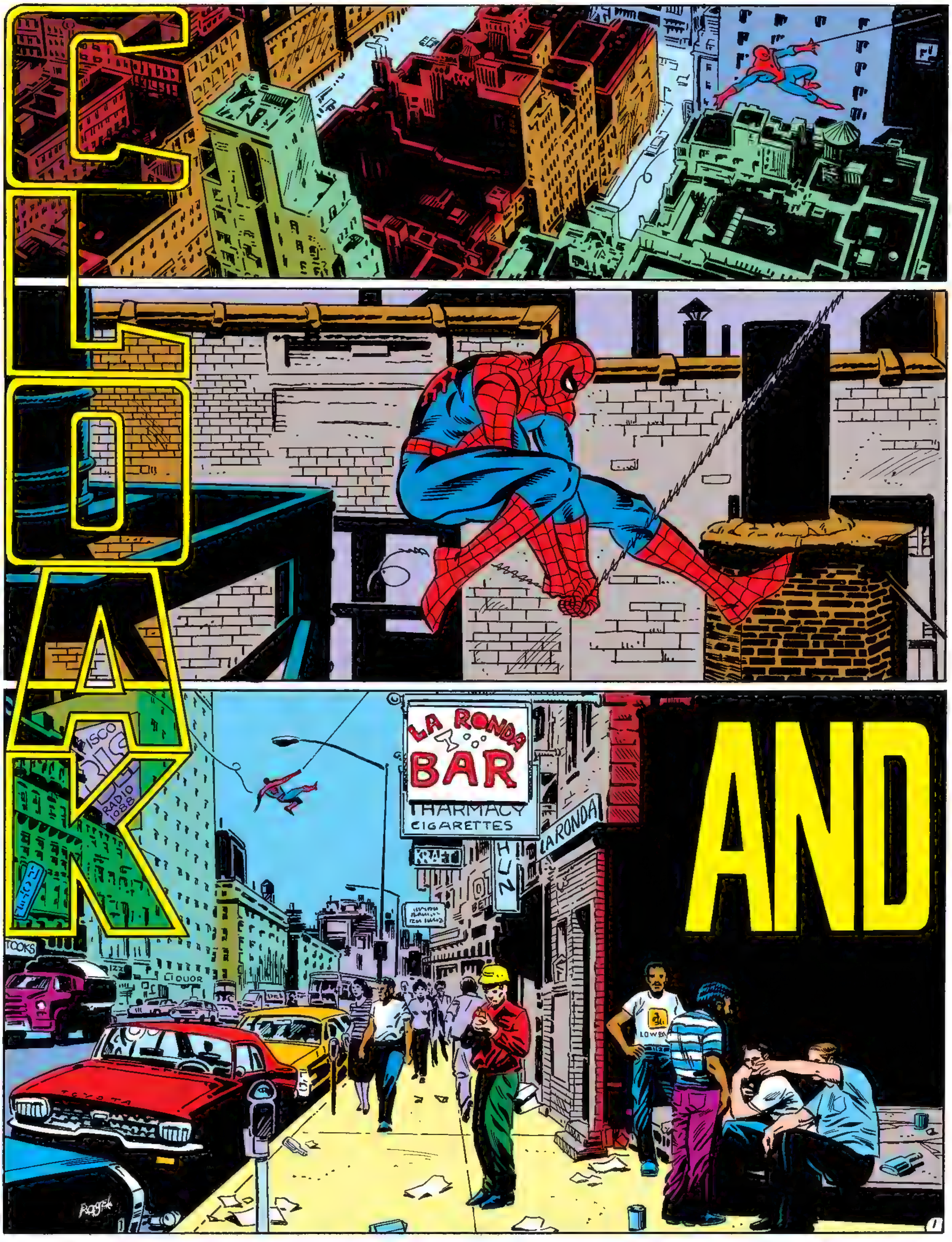
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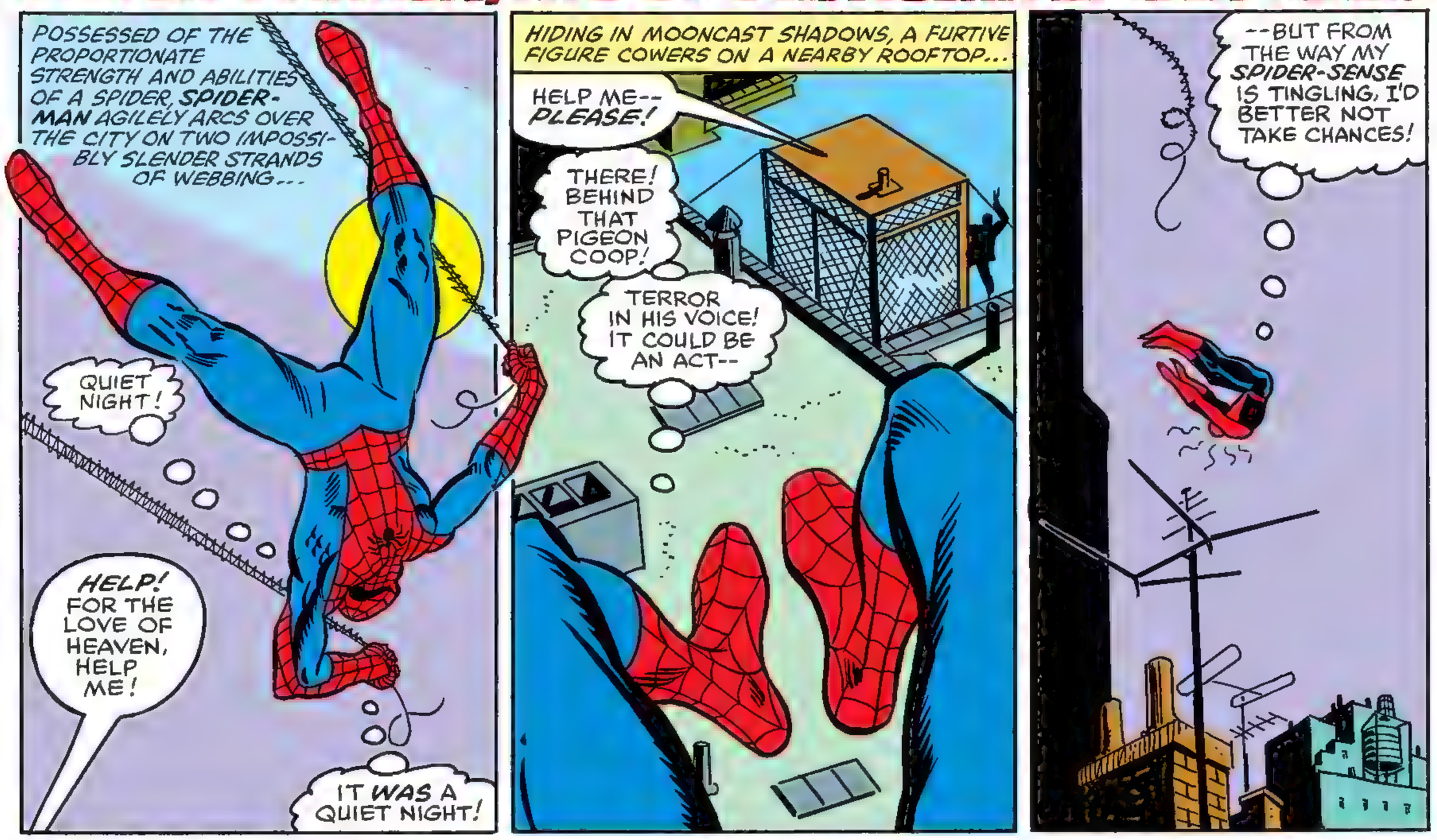
DAGGER!

Stan Lee PRESENTS: *A DECIDEDLY DIFFERENT TALE OF...*

PETER PARKER, THE SPECTACULAR SPIDER-MAN!



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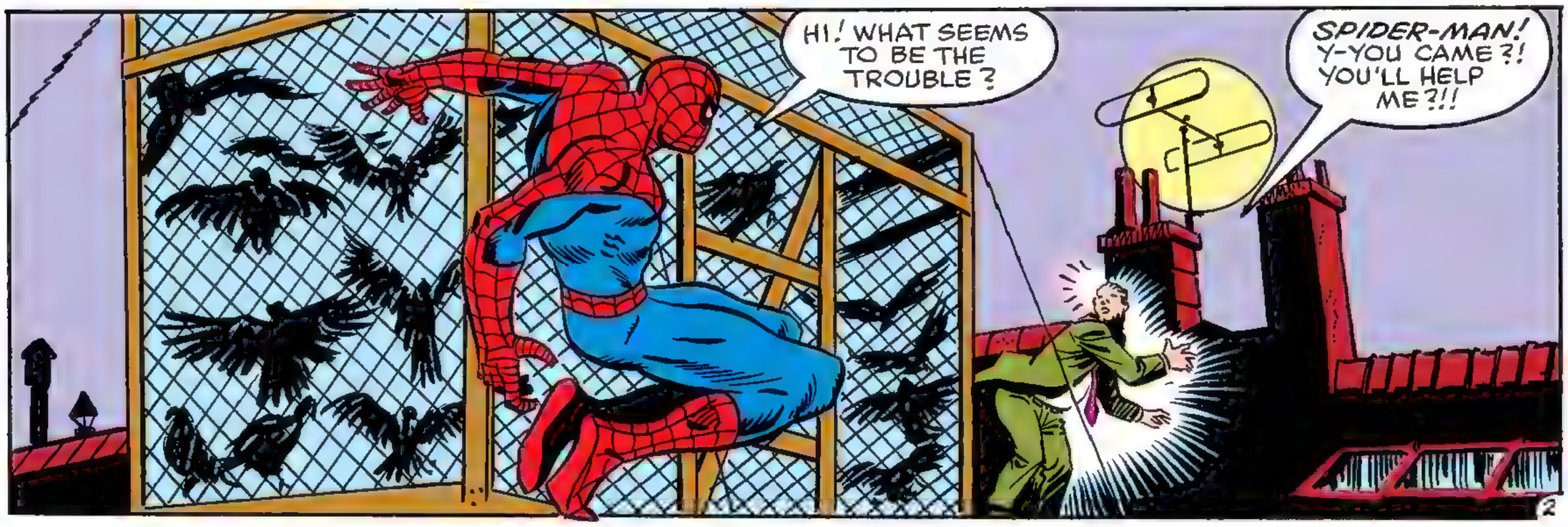

THAT DEPENDS ON YOUR PROBLEM. IF IT'S SPARE CHANGE YOU WANT, I'M A LITTLE SHORT MYSELF...

MONEY? THEY PAID ME ENOUGH MONEY TO LAST A LIFETIME!

I-I KNEW WHAT I WAS DOING WAS WRONG, BUT THE MONEY WAS GOOD--SO I TOOK IT!

TOOK IT FOR WHAT?

THE *DRUGS!*

SLOW DOWN! MAYBE YOU'D BETTER START AT THE BE-GINNING!

I USED TO BE A PHARMACIST...GOT INTO DEBT...BAD... AND THEN I WAS OFFERED A WAY OUT.

CERTAIN PEOPLE WERE PERFORMING... EXPERIMENTS. I WAS TOLD I'D BE RICH IF I CONTINUED TO PROCURE ILLEGAL DRUGS...

BUT I NEVER KNEW THE DRUGS WOULD BE USED LIKE... *THAT!*

SPIDER-MAN, YOU'VE GOTTA HIDE ME! PROTECT ME! TAKE ME TO THE D.A.! I'LL CONFESS EVERYTHING!

SURE, IF THAT'S WHAT YOU--

UH-OH! MY SPIDER-SENSE JUST WENT INTO ORBIT! THERE'S DANGER!

IT'S *THEM!* THEY'VE FOUND ME! *THEY'RE HERE!*

WE HAVE COME FOR YOU, SIMON MARSHALL.

"CLOAK AND DAGGER!"

YOU HAVE SO MUCH TO PAY FOR.

A GIRL--ALL IN WHITE--MORE BEAUTIFUL THAN ANYONE I'VE EVER SEEN! AND A GUY--AS BLACK AS NIGHT--WITH A VOICE AS COLD AS ICE!

AWAY! GOTTA GET AWAY!

YOU WOULD DO BETTER NOT TO INTERFERE, SPIDER-MAN.

I'M SURE I WOULD, FREEZER-FACE, BUT IF I DON'T DO MY GOOD DEED FOR THE NIGHT, I'LL GET A NASTY NOTE FROM MY DEN MOTHER!

C'MON! YOU'RE NOT REALLY GONNA TRY TO STOP ME BY WAVING A CAPE! THIS ISN'T A BULLFIGHT--AND YOU CAN'T SIDESTEP A GUY WITH SPIDER-SPEED!

WE SHALL SEE...

HEY! WHO TURNED OUT THE LIGHTS?!!

I DON'T GET IT! THERE'S ENOUGH SPACE IN THIS CAPE TO LOSE A CITY BLOCK!

IT'S *FREEZING* IN HERE-- AND THE DARKNESS IS SOMEHOW MUTING MY SPIDER-SENSE!

EVEN AS THE WONDROUS WALL-CRAWLER FLAILS AGAINST CLOAK'S ALL-ENCOMPASSING DARKNESS, SIMON MARSHALL ATTEMPTS TO FLEE THE WOMAN CALLED DAGGER...

ANOTHER ≥PUFF! PUFF!≤ STEP AND I'LL ≥PUFF! PUFF!≤ MAKE IT OVER THE ROOF!

YOUR NEXT STEP, SIMON MARSHALL--

--WILL ALSO BE YOUR *LAST!*

Y-YOUR EYES-- FLASHING FIRE!

WHAT ARE YOU GOING TO *DO* TO ME?!

DO? WHY, JUST USE THE *POWERS* YOU GAVE ME, MR. MARSHALL-- *TO END YOUR MISERABLE LIFE!*

NO! Y-YOU'VE NO RIGHT TO SET YOURSELF UP AS MY JUDGE, JURY AND EXECUTIONER!

I'VE AGREED TO CONFESS-- TO SERVE OUT MY TIME!

I'M SORRY FOR WHAT I'VE DONE!

SORRY? *SORRY?!*

DO YOU THINK REMORSE COULD POSSIBLY MEAN ANYTHING... *NOW?!!*

DAGGERS OF LIGHT FLY FROM THE WOMAN'S FINGERTIPS...

...PASSING THROUGH HER VICTIM'S CLOTHING AND FLESH, THEY MELT INTO HIS BLOODSTREAM, CAUSING A BIOPHYSICAL SHOCK REACTION AGAINST WHICH THERE CAN BE NO DEFENSE...

AND THEN...

SKRASH!

MEANWHILE, ACROSS THE ROOFTOP...

I KNEW IT! I KNEW IF I FLAILED ABOUT LONG ENOUGH I'D CONNECT WITH SOMETHING SOLID--

SWAK!

--LIKE YOUR *CHIN*, SHADOW-MAN!

OH, NO! LYING THERE ACROSS THE ROOF-- UNMOVING--LIFELESS-- IT'S THE GUY WHO BEGGED ME TO SAVE HIM--TO TAKE HIM TO THE D.A.!

HE'S DEAD!

YOU KILLED HIM!!

YES.

THAT IS WHAT WE CAME HERE TO DO.

FRANTICALLY, FUTILELY, SPIDER-MAN CHECKS DAGGER'S VICTIM FOR SOME SIGN OF LIFE.

HE FINDS NONE.

WHAT'D YOU DO TO HIM? HIS BLOOD'S FROZEN IN HIS VEINS!

HE DESERVED NO BETTER.

HIS PUNISHMENT FIT HIS CRIME.

SO WHO NOMINATED YOU TO THE SUPREME COURT, LADY?!

ALL RIGHT, THE GUY WAS A CRIMINAL-- HE CONFESSED AS MUCH--

--BUT EVEN CRIMINALS HAVE *RIGHTS.*

NOT IN THE EYES OF CLOAK AND DAGGER.

THEN MAYBE YOU'D BETTER GET YOUR CONTACTS CHECKED!

I--I DON'T BELIEVE IT! *DAGGER EVADED ME AGAIN! I DIDN'T EVEN SEE HER MOVE!*

BUT SHE'S STILL A KILLER! I CAN'T LET THE WAY SHE LOOKS--

--BLIND ME TO THAT FACT!

SHE MURDERED SIMON MARSHALL WITH HER DEADLY *DAGGERS OF LIGHT*--

--AND NOW SHE'S SENDING THEM AFTER *ME!*

BUT THE FALLEN PHARMACIST WAS DOOMED FROM THE START. HE POSSESSED NEITHER SPIDER-LIKE SPEED NOR AGILITY...

...LIKE THE SPECTACULAR SPIDER-MAN!

DAGGER'S DIRKS ARE FOLLOWING MY EVERY MOVE--AS IF THEY POSSESSED MINDS OF THEIR OWN!

MAYBE DAGGER'S MENTALLY CONTROL-LING THEM?!

I KNOW THEY CAN PASS THROUGH FLESH--

--BUT WHAT ABOUT AN ALUMINUM WATER TOWER?

WOK! WOK!

TWO DOWN--TWO MORE TO GO! AS LONG AS I CAN KEEP OBJECTS BETWEEN ME AND THE DAGGERS--!

GULP! WHERE IN BLAZES DID YOU COME FROM?!!

OUT OF THE SHADOWS--

--TO BRING YOU DARKNESS.

YOUR CAPE--ENVELOPING ME--MUTING MY SPIDER-SENSE!

BUT I'VE ALREADY PROVEN THAT YOU CAN'T HOLD ME LIKE THIS FOREVER!

I NEED ONLY IMMOBILIZE YOU LONG ENOUGH--

--FOR THE SHIMMER-ING SHAFTS OF *DAGGER* TO FIND THEIR MARK!

ARRGHH!

COLD.

NUMBING, FREEZING, DEATH-LIKE COLD.

WH-WHAT'S HAPPENING TO ME?

THOUGH EVERY ORGAN OF HIS BODY SHUDDERS WITH UPHEAVAL, THE ACHING ARACHNID RISES FROM THE ROOF TO SEE...

CLOAK AND DAGGER!

CAN'T... LET THEM... GET AWAY!

GOT TO... STOP THEM!

YOU ARE AN ADMIRABLE OPPONENT, SPIDER-MAN. IT IS A PITY THAT WE HAD TO MEET AS ENEMIES.

FAREWELL. I HOPE YOUR PAIN DOES NOT LAST LONG.

CLOAK ENVELOPED DAGGER IN HIS CAPE!

THEY'VE VANISHED!

UUHNNNHH!

SUDDENLY THE SCREAMING OF A SIREN-- AND THE SQUEALING OF TIRES ON THE STREET FAR BELOW-- INTRUDE UPON SPIDER-MAN'S AGONY...

AND THEN...

FRANK! ACROSS THE ROOF, IT'S... SPIDER-MAN!

LOOKS LIKE HE'S IN A BAD WAY!

YEAH, BUT THE STIFF LYING NEAR HIM LOOKS WORSE!

THE NEIGHBORS REPORTED A DISTURBANCE UP HERE! THEY DIDN'T SAY ANYTHING ABOUT *MURDER!*

I AM TAKING YOU INTO CUSTODY. YOU HAVE THE RIGHT TO REMAIN SILENT--

ENOUGH WITH THE MIRANDA WARNINGS, KOJAK! I DIDN'T KILL THAT GUY!

HE LOOKS LIKE HE'S BEEN FREEZE-DRIED --FROM THE INSIDE OUT!

HEY! THIS IS *SIMON MARSHALL!* THERE'S AN A.P.B.* OUT ON HIM!

*ALL-POINTS BULLETIN.

MARSHALL--THE DRUG-RUNNER? WE'VE BEEN LOOKING FOR THAT SNAKE FOR MONTHS, EVER SINCE...!

SPIDER-MAN, I DON'T KNOW WHETHER TO TAKE YOU *IN*--OR TO TAKE YOU OUT TO *DINNER!*

IF YOU DON'T MIND, I'D JUST LIKE TO TAKE A POWDER!

HEY, WAIT! YOU REALLY LOOK SICK--!

BEFORE THE ASTONISHED PEACE OFFICERS CAN STOP HIM, SPIDER-MAN DIVES INTO DARKNESS, THEN...

HE'S GONE! WE HAD SPIDER-MAN DEAD-TO-RIGHTS, AND WE LET HIM GET AWAY!

DON'T WORRY! THE CHIEF'S GONNA GIVE US A MEDAL FOR HAULING IN MARSHALL!

I DON'T KNOW IF SPIDER-MAN SKRAGGED THAT DOPE-DEALER OR NOT--

--BUT IF SO, HE DID THIS CITY A SERVICE!

I HOPE THE WALL-CRAWLER MAKES IT HOME OKAY! FUNNY HOW HE VANISHED LIKE THAT...

AT ANY OTHER TIME, THE WONDROUS WALL-CRAWLER WOULD STAY TO BASK IN THIS UNSOLICITED TESTIMONIAL FROM NEW YORK'S FINEST... AND TO EAVESDROP ON THE OFFICERS TO LEARN ABOUT THE MYSTERIOUSLY MURDERED MR. MARSHALL...

HOTEL

DORADO HOTEL

BUT THIS NIGHT HE IS TOO SICK TO SLING A WEB, TOO WEAK TO SWING FROM ROOFTOP TO ROOFTOP, TOO DAZED TO DO ANYTHING BUT CLING UNSEEN BETWEEN THE CARS OF AN EARLY-MORNING SUBWAY CARRYING HIM HOME...

...WHERE HE COLLAPSES INTO A DEEP AND DREAMLESS SLEEP.

LATE THE NEXT AFTERNOON...

DAILY BUGLE

THE POLICE KNEW ALL ABOUT SIMON MARSHALL'S DRUG-RUNNING ACTIVITIES, AND THE *BUGLE* KEEPS AN OPEN FILE ON ALL POLICE CASES.

IF ANYONE CAN FIND A THREAD IN MARSHALL'S DEATH THAT MIGHT LEAD ME TO *CLOAK AND DAGGER*--IT'S *MACK STENNET*, THE PAPER'S CHIEF RESEARCHER!

H'LO, PARKER. I STARTED DIGGING INTO OUR MORGUE FOR THE BACKGROUND YOU CALLED ABOUT...

BUGLE

THANKS, MACK. FIND ANYTHING?

PLENTY. MARSHALL WAS AN EX-PHARMACIST HEAVY WITH ILLEGAL DRUGS.

SO WHAT WAS HE DEALING? AMPHETAMINES? TRANQUILIZERS? METHADONE?

NONE OF THE ABOVE.

THEN WHAT--?

STUFF YOU AND I HAVE NEVER HEARD OF-- DRUGS SO NEW THEY AREN'T EVEN LISTED IN THE LATEST MEDICAL JOURNALS.

SIMON MARSHALL WAS A NOTED PHARMACALOGICAL CHEMIST FOR THE *MOB!*

AN INFORMANT TIPPED THE POLICE TO HIM EARLIER THIS YEAR--

"HE WAS BASED ON ELLIS ISLAND, AND THE POLICE LAUNCHED A MIDNIGHT RAID...

"YOU KNOW ABOUT ELLIS ISLAND? USED TO BE THE FIRST STOP FOR IMMIGRANTS TRYING TO COME TO AMERICA. IT WAS CALLED THE *'GOLDEN DOOR'* BY THE ONES WHO PASSED THE MEDICAL INSPECTION. THE OTHERS--THE ONES SENT BACK TO TYRANNY OR POVERTY CALLED IT *'L'ISOLA DELLE LACRIME'--'THE ISLE OF TEARS.'*

"THE *KIDS* THE COPS FOUND THAT NIGHT WERE BEYOND TEARS...

"THEY'D BEEN DEAD FOR LESS THAN A HALF-HOUR, THE CITY MEDICAL EXAMINER DECIDED IN HIS AUTOPSY REPORT...

"ALL OF THEM HAD BEEN USED AS TEST-SUBJECTS FOR THE NEW DRUGS SIMON MARSHALL HAD DEVELOPED FOR THE MOB--IN ITS SEARCH FOR EXPENSIVE ADDICTIONS TO PEDDLE ON THE STREET."

BUT WHO WERE THE KIDS? WHY'D THEY TAKE MARSHALL'S DOPE IF THEY KNEW--?

THEY DIDN'T KNOW. THEY WERE RUNAWAYS--KIDS WHO'D STEPPED ON A RAINBOW IN KANSAS--TO FIND AN OZ SOMEBODY TOLD THEM EXISTED IN NEW YORK.

THE MOB MET THEM AT THE PORT AUTHORITY BUS TERMINAL WITH PROMISES OF FOOD, CLOTHING, SHELTER--AND HUSTLED 'EM TO ELLIS ISLAND BEFORE THEY EVER SET FOOT ON *"THE YELLOW BRICK ROAD!"*

WHAT'S YOUR INTEREST IN ALL THIS, PARKER?

I-I DON'T KNOW YET, MACK. CHALK IT UP TO CURIOSITY...

...ABOUT A PAIR OF KILLERS NAMED ***CLOAK AND DAGGER!*** DID THE MOB HIRE THEM TO KILL SIMON MARSHALL BEFORE HE BLABBED ABOUT HIS EMPLOYERS--

--OR IS THERE MORE TO THAT PAIR THAN I CAN EVEN BEGIN TO GUESS?

DONNING HIS FAMILIAR RED-AND-BLUE COSTUME, HITCHING A RIDE ON THE ROOF OF A LATE-NIGHT STATEN ISLAND FERRY, AND WEB-SWINGING OFF WITH AN ASSIST FROM A CERTAIN LADY KNOWN THE WHOLE WORLD OVER, THE AMAZING WALL-CRAWLER SEARCHES FOR ANSWERS...

THEN, FROM A WINDSWEPT PERCH HIGH ATOP LADY LIBERTY'S TIARA, THE WALL-CRAWLER LOOKS OUT ACROSS UPPER NEW YORK BAY TOWARDS...

ELLIS ISLAND!

THE SPECIAL FERRY THAT CARRIES SIGHTSEERS TO THE ISLAND DOESN'T RUN AFTER DARK--

--BUT THEN, I WAS ALWAYS TOO ANTISOCIAL FOR ORGANIZED TOURS!

THIS WEB-GLIDER WILL TRANSPORT ME OVER THE WAVES.

NOT BAD! I OUGHTTA DO THIS MORE OFTEN...

...*OUT* OF THE CITY WHERE THE AIR ON HIGH'S NOT QUITE SO BAD!

THERE'S THE OLD ELLIS ISLAND FERRY, SUNK IN THE SLIP SINCE THE ISLAND SHUT DOWN IN 1954!

MACK TOLD PETER PARKER HE'D FIND THE ISLAND'S *HOSPITAL* ON HIS LEFT--

--AND THE *GREAT HALL* ON HIS RIGHT!

ENTERING THE CRUMBLING EDIFICE, SPIDER-MAN FEELS A CHILL INCH UP HIS SPINE...

*...IT IS NOT HIS SPIDER-SENSE AT WORK, BUT HIS IMAGINATION. BELOW HIM SEEMS TO BE A PARADE OF **GHOSTS**...*

GHOSTS OF THE COUNTLESS MILLIONS CROWDING THROUGH THE "GOLDEN DOOR" WHICH THEY PRAYED WOULD LEAD TO A BETTER LIFE IN AMERICA...

HE CAN ALMOST HEAR THE CLAMOR OF THEIR VOICES--A BABBLE OF IRISH, ITALIAN, MIDDLE-EUROPEAN, SLAVIC AND ORIENTAL TONGUES.

HE SENSES THE CONTEMPT OF THE IMMIGRATION OFFICIAL TOWARD THESE MASSES...

*BUT, OVER ALL ELSE, HE SENSES THE PERVASIVE ATMOSPHERE OF **FEAR**.*

FEAR OF COMING TO A NEW LAND, FEAR OF NOT KNOWING A NEW LANGUAGE, FEAR OF FOREIGN CUSTOMS AND OF OFFICIALS IN UNIFORMS...

...FEAR THAT THE ISLAND DOCTORS WOULD DIAGNOSE THE FLEA BITES AND COUGHS ACQUIRED ON UNSHELTERED AND OVERCROWDED SHIP'S QUARTERS AS CONTAGIOUS DISEASES...

...THUS BARRING ADMISSION TO FAMILIES WHO WOULD RATHER DIE THAN RETURN FROM WHENCE THEY COME.

GHOSTS.

GHOSTS.

GHOSTS?

UH-UH! GHOSTS DON'T *SCREAM!*

NOOOOOOO

THAT CAME FROM ACROSS THE ISLAND-- FROM THE OLD HOSPITAL BUILDING!

I'LL BE THERE IN TWO SHAKES OF A SPIDER'S WEB!

INSIDE THE OLD HOSPITAL BUILDING A LIGHT SNAPS ON...

GHOSTS CERTAINLY DON'T NEED ILLUMINATION!

THAT COULD BE CLOAK AND DAGGER!

I'D BETTER MAKE SURE I'M READY FOR TROUBLE!

NIMBLE FINGERS EXTRACT FRESH WEB-FLUID CARTRIDGES FROM AN EVER-READY WEB-BELT...

...AND INSERT THEM INTO SPIDER-MAN'S AMAZING WEB-SHOOTERS.

EVERYTHING CHECKS.

THWIP!

I'M SET.

AND SO, IT SEEMS, ARE CLOAK AND DAGGER!

IN WITH YOUR FELLOW SCUM, MURDERER.

Y-YOU CAN'T DO THIS TO ME!

WH-WHERE AM I? WHAT DO YOU WANT?

I WAS MINDING MY OWN BUSINESS--RUNNING NUMBERS DOWN ON DELANCY STREET--WHEN YOUR CHICK ICED ME!

WHO ARE YOU??!

ARE YOU *SURE* YOU DO NOT KNOW US, JOEY TARTAGLIONE?

NO, I-I NEVER LAID EYES ON YOU, OR THIS PLACE IN MY LIFE!!

FORGET IT, JOEY! THEY *KNOW!*

THEY KNOW *EVERYTHING!*

KNOW? KNOW *WHAT?* WHADDAYA TRYIN' TA PIN ON ME?!

FORGET IT, JOEY.

THEY WERE HERE! THEY WERE TWO OF THE *KIDS!*

THE K...!?!

THEY *CAN'T* BE TWO OF THE KIDS!

THE *KIDS* ARE ALL *DEAD!!*

THEY GOT *MARSHALL*, JOEY!

THEY KNEW ALL OUR NAMES--ALL OUR HANGOUTS!

SURE! ONCE WE HAD 'EM HERE WE BLABBED OUR HEADS OFF!

WE NEVER THOUGHT ANY OF 'EM WOULD REMAIN ALIVE TO REMEMBER!

DAGGER AND I SURVIVED!

PLEASE, LET US GO! WE'LL SEE THE D.A.! WE'LL TURN OURSELVES IN!

THERE WAS A TIME WHEN ***WE*** PLEADED TO BE LET GO-- TO BE ALLOWED TO RETURN TO OUR FAMILIES--OUR HOMES.

"WHAT WAS *YOUR* ANSWER THEN?"

YOU'LL LEAVE WHEN WE LET YOU LEAVE, PUNK. WHEN WE'RE DONE WITH YOU.

SMK

AND NOT BE-FORE.

YOU READY YET, MARSHALL?

I'M READY.

ROLL UP HIS SLEEVES AND PIN HIS ARMS. WE DON'T WANT TO HAVE TO REPEAT THIS.

DRUGS ARE GETTING EXPENSIVE TO IMPORT! PAYOFFS ARE EATING INTO OUR PROFITS. BUT IF THIS STUFF I'VE CONCOCTED WORKS--

--THE ***MOB*** IS GOING TO FIND ITSELF IN POSSESSION OF A BRAND-NEW, HOMEMADE, TOTALLY SYNTHETIC ***ADDICTION*** THAT'S GOING TO WIPE ALL THE OTHER JUNK OFF THE STREETS! ONCE HOOKED, THE KIDS'LL LAP THIS STUFF UP LIKE FLIES LAP SUGAR!

AND WE, GENTLEMEN, ARE GOING TO BE VERY, VERY ***RICH!***

"SOME STRUGGLED AGAINST THE NEEDLE. SOME DIDN'T."

NOT THAT IT MATTERED. IN THE END, WE WERE ALL THROWN IN THAT SAME DANK, DARK ROOM FOR "OBSERVATION!"

IN WITH THE OTHERS, PUNK!

H-HELP ME, PLEASE! I-I'M SICK... DYING!

I THOUGHT THEN THAT I *WAS* DYING. I WAS WRONG. I LIVED.

"THE OTHERS WERE LESS -- OR PERHAPS, MORE -- FORTUNATE."

THE KIDS ARE DROPPING LIKE FLIES!

IT'S THE *DRUG!* IT'S *KILLING* THEM!

TWO OF 'EM ARE MISSING, DOC. THEY MUST HAVE CRAWLED AWAY.

THEY WON'T LAST LONG WITH THE DRUG IN THEIR SYSTEMS.

SO YA BLEW IT, DOC! YER SYNTHETIC ADDICTION IS A BUST!

GENTLEMEN, I SUGGEST THAT WE WASH OUR HANDS OF THIS OPERATION AND CUT OUR LOSSES! THE DRUG I ADMINISTERED TO THESE CHILDREN WILL *KILL* THEM LONG BEFORE ANYONE THINKS TO SEARCH ELLIS ISLAND FOR A BUNCH OF RECENT RUNAWAYS!

THE POLICE WILL LEARN NOTHING FROM THEIR CORPSES!

"SIMON MARSHALL WAS RIGHT ABOUT THE SPEED WITH WHICH HIS DRUG DEALT DEATH TO MOST OF THE CHILDREN.

"MOST, BUT NOT ALL.

WE-- WE'VE GOT TO STAY--T-TO TRY AND HELP THE OTHERS!

THEY'RE...BEYOND HELP...GIRLIE!

WE'RE THE ONLY ONES WHO MADE IT...BUT WHY US?

"WE WERE ALIVE BECAUSE SOMETHING IN OUR BODY CHEMISTRY MADE US *DIFFERENT* FROM THE OTHERS, AND SIMON MARSHALL'S *DRUG* INTERACTED WITH THAT DIFFERENCE TO TURN US INTO...

"CLOAK--

--AND DAGGER!"

SUDDENLY...

WHY DIDN'T YOU *TELL* ME!?!

INSTEAD OF *FIGHTING* YOU, I WOULD HAVE HELPED YOU BRING THESE VERMIN TO *JUSTICE!!*

SPIDER-MAN?!

SKRASH

I UNDERSTAND NOW WHY YOU KILLED MARSHALL-- AND SO WILL THE O.A. ONCE YOU BRING IN THESE STOOGES!

IT IS NOT JUSTICE WE WANT, SPIDER-MAN. IT IS VENGEANCE! THESE MEN MUST DIE!

NO! THAT'LL ONLY MAKE YOU CRIMINALS ...LIKE THEM!

I'M NOT GETTING THROUGH TO THEM! THEY'RE SO BENT ON AVENGING THEIR FRIENDS WHO DIED!

WE WARNED YOU NOT TO INTERFERE, SPIDER-MAN!

UNNH! DAGGER'S TRYING TO DRIVE ME TOWARDS CLOAK!

GLASS-SHARDS ALL AROUND ME! SHOULD BE ABLE TO SLICE THROUGH THESE ROPES--!

OUR GRIEVANCE WAS NEVER WITH YOU-- BUT WE WILL NOT ALLOW YOU TO COME BETWEEN US AND OUR RIGHTEOUS REVENGE.

CLOAK! YOU'RE A TELEPORTER, AREN'T YOU? THAT'S HOW YOU MANAGE TO AVOID ME SO WELL!

YOU CAN SOMEHOW DISTORT SPACE-- AND DISORIENT YOUR ENEMIES --BY ENVELOPING THEM IN THAT CRAZY CAPE! THEN DAGGER FINISHES THE JOB!

DON'T WORRY, WEB-HEAD! THIS BROAD AIN'T KILLIN' ANYONE TONIGHT!

I GOT FREE JUST IN TIME!

SMASHK!

=UNNN=

DON'T MOVE, HEROES! THE SAME SLIVER OF GLASS THAT SLICED MY ROPES CAN END THIS BABE'S LIFE!

HOLD HER CLOSE! SHE'S OUR PASS-PORT OUTTA HERE! THE HEROES AIN'T MOVIN' A MUSCLE! *LET'S GO!*

STAY BACK! IF YOU FOLLOW US--THE FRAIL BUYS THE FARM!

NO.

THEY'RE GONE--BUT THEY WON'T GET FAR!

THEY WILL *NOT* GET FAR.

CRIPES, HE'S TELEPORTED AGAIN!

*UNSEEN, **CLOAK** GOES ON AHEAD--EXTENDING HIS POWERS OF DARKNESS TO ENVELOP THE FLEEING KILLERS.*

WHAT'S HAPPENING? I CAN'T SEE A BLASTED THING!

IT'S LIKE WADING THROUGH *INK!*

EVEN THE MOON-LIGHT THROUGH THE WINDOWS SEEMS A MILLION MILES AWAY!

THIS IS YOUR *BOYFRIEND'S* HANDIWORK, AIN'T IT, BABE? HE'S COMING AFTER US!

THAT FRAIL IS ONLY SLOWIN' US DOWN!

WE CAN SLOW CLOAK DOWN...BY LEAVING HIM A CORPSE TO CRY OVER!

SUDDENLY...

HUNNGHH

SORRY, GENTS! THIS LADY'S ALREADY TOO *PALE* TO BE BLED FURTHER BY LEECHES LIKE YOU!

IT'S *SPIDER-MAN!* HE'S FOUND US!

RUN! FORGET THE BABE!

YES, *RUN*... STRAIGHT INTO MY ANGRY ARMS!

IT'S CLOAK! HE'S HERE!

HE'S MAKING IT GET DARKER!

THERE'S NO LIGHT *ANYWHERE!*

THERE WILL NEVER AGAIN BE LIGHT FOR THE LIKES OF *YOU!*

OH, NO! HE'S GONNA KILL US FOR WHAT WE DID TO HIM!

FOR WHAT WE AND MARSHALL DID TO THE *KIDS!*

FOR WHAT WE ALMOST DID TO HIS *GIRLFRIEND!*

HE-- HE'LL NEVER LET US LIVE TO SEE THE...

BUT THEN...

LOOK! UP AHEAD! SOMETHING'S SHINING LIKE A *STAR!*

IT-- IT'S LIGHT! HA-HA-HA! LIGHT!

NOT EVEN CLOAK COULD KEEP US IN DARKNESS FOREVER!

ONCE WE REACH THE LIGHT WE'LL BE FREE OF HIM! FREE!

FREE!

OH, MY GOD! THE LIGHT-- IT WAS THE MOON SHINING THROUGH THE--

--WINDOW!

SKRAT!

WE'RE FIVE STORIES UP! THERE'S NO WAY ANYONE COULD HAVE SURVIVED A FALL FROM THIS HEIGHT!

THEY SOUGHT THE LIGHT. I LET THEM FIND IT.

WHAT YOU CALL JUSTICE HAS BEEN DONE, SPIDER-MAN, YET NO ONE LIVES TO TELL THE TALE...

EXCEPT YOU.

SO WHAT HAPPENS NOW?

NOTHING! OUR WORK IS OVER... FOR NOW!

CLOAK ENVELOPS DAGGER WITHIN HIS CAPE, AND THEY VANISH...

FOR MANY MOMENTS, SPIDER-MAN STARES INTO THE DARKNESS. HE'S CONFUSED, PUZZLED, AND MORE THAN A LITTLE FRIGHTENED...

TONIGHT, HE WILL SLEEP WITH THE LIGHTS ON.

END

LIFE AS A FRIENDLY NEIGHBOR-HOOD WALL CRAWLER CAN GET PRETTY HECTIC!

ASIDE FROM GETTING WRAPPED UP WITH CUTIES LIKE DOCTOR OCTOPUS HERE--I HAVE TO CONTEND WITH COLLEGE STUDIES, MY LOVABLE OLD AUNT MAY, JOLLY JONAH JAMESON OF THE DAILY BUGLE, AND MY EVER-SWINGING SOCIAL LIFE!

IN FACT, IT TAKES **4** MAGNIFICENT **MARVEL** COMICS TO TELL MY FULL STORY EACH AND EVERY MONTH!

READ ALL **4** FOR THE TOTAL WEB-PATTERNED PICTURE!

HURRY TO YOUR NEWSSTAND! HE WON'T BE AROUND LONG IF I CAN HELP IT!

FOLLOW THE INCREDIBLE EXPLOITS OF THE WORLD'S MOST WAY-OUT WEB-SLINGER IN EVERY MONTHLY ISSUE OF...

the AMAZING SPIDER-MAN

PETER PARKER, THE SPECTACULAR SPIDER-MAN

MARVEL TEAM-UP SPIDER-MAN AND

MARVEL TALES STARRING SPIDER-MAN

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PETER PARKER, THE SPECTACULAR SPIDER-MAN®

FALLS PREY TO THE MIND-MADDENING JUNGLE POTIONS OF KRAVEN THE HUNTER!

D. Lafuente &
JOE RUBINSTEIN

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter gained the arachnid's powers... and in effect, became a human spider...

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

BOOMDADDABOOM

BILL MANTLO WRITER

BOB HALL JIM MOONEY ARTISTS

SOME SAY THAT THE CITY IS A *JUNGLE!*

THEY HAVE NEVER BEEN SO RIGHT AS THEY ARE *TONIGHT!*

NOVAK LETTERS

SHAREN COLORS

THE HEART IS A LONELY HUNTER

TOM DEFALCO EDITOR

JIM SHOOTER EDITOR-IN-CHIEF

WE MUST HAVE BEEN OUT OF OUR MINDS TO COME HERE!

BUT THE *MONEY* WAS RIGHT--

--AND THE DAME THAT HIRED US SAID ALL WE HAD TO DO WAS PLAY SOME KIND OF *GAME!*

YEAH, BUT SHE DIDN'T SAY THAT WE'D BE PLAYING IT WITH *KRAVEN THE HUNTER!*

FIRST HE HANDS US THESE FLAKY WEAPONS, THEN HE TURNS US LOOSE IN A CARDBOARD MOCK-UP OF THE BIG APPLE! WHY? GNNGG!!

STOP

SO THAT I COULD STUDY YOUR FLIGHT THROUGH THIS FACSIMILE URBAN JUNGLE! SO THAT I COULD SIMULATE EVERY TWIST AND TURN MY REAL PREY WOULD TAKE TO ESCAPE!

PREY? YOU CAN'T HUNT US LIKE ANIMALS! WE'RE MEN!!

BOOM DADDA BOOM

AN EVOLUTIONARY ACCIDENT, I ASSURE YOU!

WE'RE SUPPOSED TO FIGHT BACK... BUT THOSE DRUM-BEATS ARE DRIVING US CRAZY!!!

INDEED! THEIR PURPOSE IS TO SEND YOU STAMPEDING IN TERROR--

--INTO THE HUNTER'S SNARE!

YOU CLAIM SUPERIORITY OVER THE BEASTS OF THE JUNGLE...

SAVAM!

BUT KRAVEN HAS FELT HONOR IN THE HUNTING OF CERTAIN BEASTS--AND NO HONOR IN HUNTING THE LIKES OF YOU!

THEN WHY DON'T YOU JUST LET US GO?!

BECAUSE I HAVE SPENT TIME IN THIS CIVILIZATION'S PRISONS --FORCED TO PROWL THE CLOSE CONFINES OF MY CELL! MY JUNGLE SENSES GREW STAG-NANT AND STULTIFIED!

I NEED TO SHARPEN MY STALKING SKILLS--

--IF KRAVEN IS TO HUNT AGAIN!!

BRUMDADDABRUMDADDA...

SKRASH!

AIR TIGHT STORAGE

AMID A SHATTERING OF GLASS, THE INFERNAL DRUMBEATS ...STOP!

THE HUNT IS OVER! HERE IS YOUR REMUNERATION FOR PLAYING THE ROLE OF KRAVEN'S PREY! TAKE IT... AND GO! TELL NO ONE OF WHAT YOU HAVE SEEN!

YOU CAN KEEP YOUR MONEY, MISTER! WE JUST WANT TO GET OUT OF HERE, WITH OUR SKINS!

LET'S CUT OUT-- WHILE WE CAN!

ON A NEARBY BALCONY, A WOMAN LETS HER FINGERS SLIDE OFF A TAUT DRUM-SKIN...

AND THEN...

YOU WERE MAGNIFICENT, HUNTER OF MEN!

I WAS AS PITIFUL AS MY PREY, CALYPSO!

WHY DO YOU ALWAYS DENIGRATE YOUR PROWESS, MIGHTY KRAVEN? YOUR STRENGTH AND SKILL FREED US FROM ***PRISON*** IN WHICH WE'D BEEN INCARCERATED!

BUT MY CHEETAH-LIKE SPEED, MY FOX-LIKE CUNNING, MY TIGER-LIKE FEROCITY COULD NOT PREVENT THEM FROM IMPRISONING US IN THE FIRST PLACE, CALYPSO!

IT WAS ***SPIDER-MAN*** WHO DEFEATED ME!* IT IS ***ALWAYS*** SPIDER-MAN!

I MUST HUMBLE HIM, OR I CAN NEVER REGAIN MY ***HONOR!*** AND WITHOUT HONOR, KRAVEN CAN NEVER BE WORTHY OF CALYPSO'S ***LOVE!***

HUNT THE MAN-SPIDER IF YOU MUST ... BUT YOU HAVE ALREADY WON CALYPSO'S HEART!

*AMAZING SPIDER-MAN # 209!

*THE NEXT DAY, A DISCONSOLATE **PETER PARKER** CROSSES THE CAMPUS OF **EMPIRE STATE UNIVERSITY**...*

DR. SLOAN, HEAD OF ESU'S PHYSICS DEPARTMENT, SAID HE WANTED TO SEE ME.

I DON'T NEED A PSYCHIC TO KNOW WHAT'S ON HIS MIND.

A WORRIED LOOK FROM **DEBRA WHITMAN**, DR. SLOAN'S SECRETARY, CONFIRMS THE GRAD STUDENT'S WORST FEARS AS HE'S USHERED INTO HIS SUPERIOR'S PRESENCE...

COME IN, MR. PARKER.

YOU WANTED TO TALK TO ME, SIR?

MR. PARKER, IT'S TIME YOU AND I HAD A SERIOUS DISCUSSION ABOUT YOUR **GRADES!**

EMPIRE STATE UNIVERSITY HAS TURNED OUT SOME OF THE FINEST SCIENTIFIC MINDS OF OUR DAY.

YOU WERE ACCEPTED--AND GRANTED A SCHOLARSHIP TO CONTINUE YOUR STUDIES--BECAUSE YOU SHOW GREAT PROMISE!

BUT YOUR SAGGING GRADES AND LACK OF ATTENTION SEEM TO SUGGEST AN APPALLING LACK OF **DISCIPLINE.**

WHY CAN'T YOU KEEP YOUR MIND ON YOUR STUDIES? IS THERE SOMETHING TROUBLING YOU, SON?

WOW! HOW DO I TELL DR. SLOAN THE TRUTH? THE REASON I CAN'T CONCENTRATE--

--IS THAT I LEAD **ONE** LIFE AS A **STUDENT, ANOTHER** AS A FREELANCE **PHOTOGRAPHER** TO EARN MONEY FOR MY AUNT'S MEDICAL CARE--

--AND A **THIRD** AS THE WALL-CRAWLING CRIME-FIGHTER, **SPIDER-MAN**?!!

NO, I CAN NEVER REVEAL THAT TO **ANYONE!**

I-I'LL TRY HARDER IN THE FUTURE, SIR!

MR. PARKER, I'D LIKE YOU TO CONSIDER GIVING UP YOUR **TEACHING ASSISTANTSHIP...** IN ORDER TO DEVOTE MORE TIME TO YOUR STUDIES.

SWELL! IF I LOSE MY **TA** SHIP I'LL HAVE TO **PAY** FULL TUITION, AND THAT'LL MEAN LESS MONEY FOR AUNT MAY!

THAT BAD, PETER?

THAT BAD AND WORSE, DEB.

WAIT, I'LL WALK OUT WITH YOU! I HAVE TO DELIVER THESE PAPERS FOR DR. SLOAN.

SOON, OUTSIDE THE ESU PHYSICS BUILDING...

I'D LIKE TO SHARE MY PROBLEMS WITH SOMEBODY... BUT THE WAY I'VE TREATED DEBRA LATELY, IT'S NO WONDER SHE'S RUN TO THE WIDE-OPEN ARMS OF THAT OBNOXIOUS PREPPIE, **BIFF RIFKIN.** BESIDES, SHE WOULDN'T UNDERSTAND.

IF ONLY PETER WOULD OPEN UP TO ME, I KNOW WE'D BE GOOD FOR EACH OTHER.

UH, DEB-- I'VE GOT SOME THINKING TO DO, OKAY?

DEBRA, WHAT'S BOTHERING OUR PERPETUALLY PERTURBED MR. PARKER?

OH, HELLO, MARCY. I THINK PETER'S IN TROUBLE OVER HIS STUDIES.

I'M JUST A SECRETARY SO HE SEEMS TO THINK HIS PROBLEMS ARE FAR BEYOND MY COMPREHENSION.

WELL, THEY'RE NOT BEYOND *MY* COMPREHENSION.

I'M HERE ON A SCIENCE SCHOLARSHIP, TOO.

PETER--WAIT! I'D LIKE TO TALK TO YOU!

I USED TO TREAT PETER PARKER LIKE DIRT--UNTIL HE SHOWED ME THAT THERE'S A KIND AND GENTLE YOUNG MAN BENEATH THAT BLAND EXTERIOR.

I'LL HELP HIM--IF HE'LL LET ME.

WANT TO SHARE A COKE AND DISCUSS MICROWAVE SPECTROSCOPY?

HUH? SURE, MARCY. *SURE!*

ESU

GUESS YOU HEARD ABOUT DR. SLOAN'S ULTIMATUM?

PETER PARKER, WHEN ARE YOU GOING TO STOP BEING SUCH A LONER? NOBODY GETS THROUGH GRAD SCHOOL WITHOUT *HELP!*

HOW WOULD YOU LIKE TO JOIN A STUDY GROUP--OF *TWO?*

LATER THAT EVENING, AFTER A FULL DAY OF BOTH TEACHING AND ATTENDING CLASSES, PETER IS MORE THAN READY FOR A CHANGE OF PACE!

I FELT LIKE THE BOTTOM OF SOMEBODY'S SHOES AFTER MY INTERVIEW WITH DR. SLOAN--BUT *MARCY KANE* SET ME BACK ON MY FEET AGAIN!

SHE REALLY KNOWS BIOPHYSICS! HER SUGGESTION TO STUDY TOGETHER MAKES A LOT OF SENSE!

BUT FIRST I'VE GOTTA HEAD HOME TO SHOWER, SHAVE AND STASH MY SPIDER-SUIT!

LET *DAREDEVIL* AND *MOON KNIGHT* TAKE CARE OF THE BIG APPLE TONIGHT! I'VE GOT BOOKS TO CRACK!

BUT, UNBEKNOWNST TO THE WEBBED WONDER, HIS CHELSEA HOMECOMING IS BEING OBSERVED...

AT LAST! MY NIGHTS SPENT STALKING MY PREY HAVE BORNE FRUIT!

A TRUE HUNTER ALWAYS STUDIES THE CREATURES HE HUNTS!

THUS I KNEW, FROM WEEKS OF OBSERVATION, THAT ***SPIDER-MAN*** IS OFTEN SEEN IN THIS PARTICULAR NEIGHBORHOOD!

RAISING HIGH HIS AFRICAN WAR AXE, KRAVEN GIVES A SIGNAL...

...TO THE BEAUTEOUS CALYPSO, WHO ARRANGES CEREMONIAL OBJECTS ON A NEARBY ROOFTOP.

THE ***BIRA BELLS*** AND ***YORUBA SPIRIT DRUM*** ARE INSTRUMENTS THAT ENABLE ONE AS ADEPT IN THEIR USE AS I AM--

--TO BECLOUD THE MIND OF AN ENEMY!

BRUM BRUDDA BRUM BRUDDA

FINGERS CARESS STRETCHED SKIN...

...AND MESMERIZING DRUMBEATS REVERBERATE IN THE CANYONS OF MANHATTAN!

BRUDDA BRUM BRUDDA BRUM

WHAT THE HECK--? *DRUMS*?!

THE SOUNDS... DEAFENING-- MAKING IT HARD TO THINK!

THE CONSTANT CACAPHONY HYPNOTICALLY DULLS THE SPECTACULAR SPIDER-MAN'S VAUNTED ***SPIDER-SENSE***, LEAVING HIM UNPREPARED FOR A SUDDEN LIGHTNING-SWIFT ATTACK!

SOMETHING CLEAVING THE AIR-- HURLED FROM BELOW! IT MISSED ME BY A HAIR!

CALYPSO'S RITUAL PLAYING OF THE MYSTIC PERCUSSION INSTRUMENTS HAS ANOTHER, MORE SINISTER PURPOSE THAN FILLING THE AIR WITH THEIR THUNDER.

BUT MY *SPIDER-SENSE* ALWAYS ALERTS ME TO *DANGER!* WHY DIDN'T IT DETECT THAT *WAR AXE*--OR THE WISE-GUY WHO THREW IT?!

FOR THE SAME REASON THAT IT FAILED TO DETECT THIS *WEIGHTED NET* THAT WILL DRAG YOU TO YOUR DOOM!

AH-HA! A VOICE FROM THE WINGS--PRONOUNCING DIRE DEATH FOR THIS POOR PUT-UPON SPIDER-MAN!

HOWEVER, YOU CAN'T BRING DOWN THE CURTAIN *BEFORE* THE FIRST ACT!

MY WEBBING WILL KEEP THAT NET FROM EN-TANGLING ME!

BUT WHO TOSSED IT?

NOTHING UP HERE BUT A LOT OF LAUNDRY!

BRUM BRUDDA BRUM BRUDDA

UH-OH! THERE GO THOSE *DRUMS* AGAIN!

AND AGAIN SPIDER-MAN'S MUTED SPIDER-SENSE FAILS TO WARN HIM OF DANGER! THIS TIME FROM A SLENDER *TRIPWIRE*...

BUT, WHERE ONE OF HIS POWERS FAILS, HIS UNCANNY SPIDERLIKE SPEED AND AGILITY COMBINE TO SAVE HIS LIFE...

DARTS! IF THEY'D FOUND THEIR TARGET--

--I'D HAVE MORE HOLES IN ME THAN A PIECE OF SWISS CHEESE!

BRUM

BUT I MANAGED TO DODGE THEM IN TIME--NO THANKS TO THOSE BLASTED *DRUMS!*

BRUDDA BRUM BRUDDA BRUM

WELL, IF MY SPIDER-SENSE WON'T DETECT DANGER, I'D JUST BETTER USE MY EARS... TO TRACE THE DRUMBEATS TO THEIR SOURCE!

BRUMRR

I'VE ALREADY GOT A HUNCH WHO'S BEHIND THIS!

BRUDDARRUMRRUM

YEP! LOOKS LIKE I HIT THE *HUNTER* RIGHT ON THE HEAD!

HIYA, KRAVEN! LONG TIME, NO SEE!

YOU HAVE BEEN OUT OF MY *SIGHT*, SPIDER-MAN--

--IF NOT MY *MIND!* INDEED, I SPENT LONG HOURS IN PRISON--

--THINKING OF HOW I WOULD DEFEAT YOU IN RETURN FOR THE *DISHONOR* YOU HEAPED UPON ME!

SPARE ME THE SPEECHES ABOUT *HONOR*, HUH, HUNTER?

YOU *START* THESE SENSELESS FIGHTS--

--YOU GET *BEAT*--

--AND THEN YOU COME WHINING BACK FOR A *REMATCH!*

THUNK

THRUNK

SHEESH! DON'T YOU KNOW THERE'S A *WATER SHORTAGE?!*

BUT AS I WAS SAYING: YOU KEEP COMING AFTER ME WITH YOUR "*MOST DANGEROUS GAME*" ROUTINE, PRETENDING THAT THE WORLD'S WAITING TO APPLAUD WHEN YOU BAG A SPIDER-MAN!

NEWS FLASH, POLKA-DOT PANTS: IT'S ALL IN YOUR MUDDLED LITTLE *MIND!*

'CAUSE THERE'S GONNA BE *NO ONE* UP HERE WATCHING WHEN I PUT YOU AWAY FOR THE UMPTEENTH TIME!

YOU ARE *WRONG*, WEB-SLINGER!

PERHAPS THE EYES OF THE WORLD ARE ELSEWHERE, BUT THERE IS STILL *ONE* WAITING TO SHARE IN MY VICTORY OVER YOU!

THAT EXPLAINS YOUR *RHYTHM SECTION!*

I WONDERED WHO WAS PLAYING THE TOM-TOMS WHILE WE TWO TANGOED!

THERE SHE IS! CALYPSO, YOUR LADY-LOVE! HEY, I HOPE SHE'S GOT HER POLAROID READY--

--'CAUSE I'D LIKE TO RELIVE THIS MOMENT WHEN I'M TOO OLD AND GREY TO WIGGLE A WEB!

THUD!

ACCURSED ARACHNID! YOU HAVE SHAMED ME IN FRONT OF THE WOMAN AT WHOSE FEET I WOULD HEAP THE FRUITS OF MY VICTORIES!

SHE MUST HAVE AWFUL SMALL FEET TO ACCOMODATE *YOUR* NONEXISTENT TRIUMPHS, MANGE-MANE!

MY LOVE--A *WEAPON!*

SWELL! KRAVEN'S A MASS OF MUSCLE TO START WITH, AND THIS TIME HE'S COMING AFTER ME--

--WITH A WHOLE BLAMED AFRICAN *ARSENAL!*

MY BANTU WAR CLUB!

SNAK!

MANY WERE THE JUNGLE CHIEFTAINS WHO BORE THIS BLUDGEONING AXE INTO BATTLE BEFORE KRAVEN!

YET, I WIELD IT IN PURSUIT OF THE MOST DANGEROUS GAME!

HUNTING'S MORE THAN A SPORT TO KRAVEN--IT'S A MATTER OF MANIC HONOR TO HIM THAT HE "BRINGS 'EM BACK ALIVE"!

UNFORTUNATELY, HE WANTS TO ADD *MY HEAD* TO HIS WALL!

IT MUST BE EMBARASSING TO TELL HIS PALS THAT I'M THE ONE THAT GOT *AWAY!*

GOTTA KEEP ROLLING! CAN'T LET UP FOR A MOMENT!

THE DIABOLICAL DRUMBEATS CONTINUE TO CONFUSE AND DULL HIS SPIDER-SENSES...

BRUM BRUDDA BRUM

MEANWHILE...

WHAT'S GOING ON UP THERE? SOUNDS LIKE A ROCK CONCERT!

OR A TARZAN MOVIE!

SOMEBODY SAW *SPIDER-MAN* ON THE ROOF!

ISN'T HE WANTED BY THE POLICE FOR SOMETHING?

NAH -- THAT'S JUST WHAT THE DAILY BUGLE WANTS US TO BELIEVE!

LOOK!

THERE HE IS!

BUT WHO'S HE FIGHTING?

WHO CARES AS LONG AS HE GETS HIS HEAD HANDED TO HIM!

DO YOU HEAR THE FATE YOUR "ADMIRERS" WISH FOR YOU, ARACHNID? THEY SHALL HEAP HONORS UPON ME WHEN I DEFEAT YOU!

NOT ALL NEW YORKERS BELIEVE WHAT THEY READ IN THE *DAILY BUGLE*, KRAVEN!

WITNESS THE NUMBER OF JURIES WHO KEEP CHUCKING YOU BACK IN THE CLINK AFTER EACH OF YOUR LITTLE ESCA-PADES!

THEIR LAWS ARE NOT THE *HUNTER'S LAWS*--THE LAWS OF THE SAVAGE JUNGLE!

AMEN TO THAT! I'D HATE TO LIVE IN A SOCIETY THAT PUT UP WITH PEOPLE WHO HUNT PEOPLE FOR THE FUN OF IT!

SPRAK!

AND, NOW THAT I'VE GOT **YOU** OUT OF MY HAIR FOR A SECOND, LET'S SEE WHAT I CAN DO ABOUT THE CHICK... WHOSE PERCUSSION IS PARALYZING MY GREY MATTER!

NO! YOU SHALL NOT SULLY CALYPSO'S PERSON WITH YOUR INSECT-LIKE TOUCH!

KRUMBRUMBRRUMBRRUDDARRU

DESTROY THE MAN-SPIDER, MY LOVE!

LADY, I NEVER INTENDED TO LAY A FINGER ON YOU! ALL I WANT--

--IS THAT *DRUM* YOU'RE USING TO DRIVE ME BANANAS!

FLAY HIM SENSELESS WITH THIS LOVEDU *WAR WHIP!*

NO! WITHOUT THE RITUALISTIC BEATING OF THE *YORUBA SPIRIT* DRUM... YOUR ACCURSED SPIDER-SENSE WILL *RETURN!*

THAT'S THE TICKET, TOOTS!

BAH! EVEN WITH YOUR COWARDLY SPIDER-SENSE RETURNED TO YOU, KRAVEN WILL STILL TRIUMPH!

BOY, ARE YOU LIVING IN A DREAM-WORLD, TIGER-TIGHTS!

WITHOUT MY SPIDER-SENSE, YOU MAY HAVE GOTTEN IN A LICK OR TWO -- BUT YOU HARDLY MUSSED MY MASK!

NOW, THERE'S NO WAY YOU'RE GONNA LAY A GLOVE ON ME!

CURSE YOUR ARROGANCE, ARACHNID--!

THWAP!

AVOID ALLITERATION, KRAVEN! IT'LL ONLY GET YOU A FAT LIP!

SPKOW!

I DON'T BELIEVE IT! KRAVEN CAN STOP A CHARGING BULL RHINO WITH A SINGLE BLOW -- BUT HE HAS BEEN FELLED BY THE MUCH SMALLER *SPIDER-MAN!*

KRAVEN'S EGO DRIVES HIM TO ENGAGE THE MAN-SPIDER ALONE! BUT, PERHAPS I CAN SECRETLY AID HIM--

--SO THAT HE MAY TRIUMPH OVER SPIDER-MAN WITH HIS VANITY INTACT!

TWANG!

SINCE HIS SPIDER-SENSE IS TINGLING ALREADY AT THE DANGER POSED BY A WHIP-WIELDING KRAVEN, SPIDER-MAN FAILS TO DETECT THE TINY DART THAT PRICKS HIS CALF...

...INJECTING AN HERBAL HALLUCINOGEN INTO HIS BLOODSTREAM.

NOR IS THE MIGHTY HUNTER AWARE OF CALYPSO'S INTERFERENCE...

I STARTED TO LEAP TOWARDS KRAVEN-- ONLY TO FEEL MY MUSCLES TURN TO MOLASSES!

YOU COWER AND QUAKE, SPIDER-MAN! CAN IT BE THAT YOU FEAR KRAVEN'S LASH?

WELL YOU SHOULD! WHEN IT COMES TO CRACKING THE BULLWHIP--I KNOW NO MASTER!

KRAK!

I-I FEEL LIKE I'M WATCHING THIS ALL HAPPEN FROM A THOUSAND MILES AWAY! ONLY THE *PAIN* IS REAL!

BAH! WHAT TRICKERY IS THIS? HAS FEAR UNMANNED YOU? YOU LEAP ABOUT LIKE A DRUNKEN FOOL, FIRING YOUR WEBBING AT SHADOWS!

MY DEPTH PERCEPTION'S GOING CRAZY! GETTING HARD TO MOVE! WHAT'S *WRONG* WITH ME?!?

HAVE I BEEN DRUGGED? KRAVEN'S DONE THAT BEFORE-- BY SCRATCHING ME WITH THOSE POTION-DIPPED TUSKS THAT EMBELLISH HIS BELT! BUT I WAS READY FOR THAT MOVE! HE NEVER TOUCHED ME--I KNOW HE DIDN'T!

I HAVE SEEN ANIMALS GROW CRAZED WITH TERROR, BUT IT IS UNLIKE YOU TO SUCCUMB TO FEAR SO SWIFTLY!

ALL HONOR TO THE HUNTER! YOU HAVE RUN YOUR PREY TO GROUND!

HIS COURAGE DESERTED HIM TOO SUDDENLY! I DO NOT UNDERSTAND--!

WHAT IS TO UNDERSTAND? THE MAN-SPIDER IS WEAK AND YOU ARE STRONG!

NO! THAT CONCLUSION MERELY RENDERS ALL MY PRIOR DEFEATS MORE HUMILIATING!

BUT IT MAKES *THIS* VICTORY ALL THE MORE IMPRESSIVE!

HOLD HIM, MY WARRIOR, WHILE I PLACE THE ANNUAK TROPHY MASK ON HIM--

--THE SYMBOL OF A HUMBLED PREY, AND AN HONORED HUNTER!

THUD!

NOW, SLAY SPIDER-MAN QUICKLY, KRAVEN--LEST YOU ONE DAY BE FORCED TO FIGHT HIM AGAIN!

WHAT DOES IT MATTER, NOW THAT I HAVE BEATEN HIM FAIRLY--?

SUDDENLY KRAVEN'S VOICE STOPS...

...HIS EYES NARROW AS HE GAZES DOWN AT HIS FALLEN FOE ... AND CALYPSO WATCHES HIS FACE FILL WITH FURY...

WOMAN, WHAT HAVE YOU *DONE*?!!

I THOUGHT TO AID YOU--!

BY SECRETLY SHOOTING SPIDER-MAN WITH A *KWELE CROSS-BOW*?!?

HIS ERRATIC ACTIONS--WHICH I THOUGHT STEMMED FROM FEAR--WERE ACTUALLY THE DAZED DEFENSE OF A MAN UNBALANCED BY *DRUGS!*

BUT YOU **WON**, MY WARRIOR! MY AID DOES NOT LESSEN YOUR VICTORY!

GOTTA... GET UP!

WOMAN, THIS WAS **MY** HUNT--MINE ALONE! YOU HAVE SHAMED ME BY INTERFERING, BY TURNING MY HUNT INTO A SLAUGHTER!

SOMETHING... BLOCKING MY VISION! CAN'T... SEE KRAVEN!

BUT I CAN... ***HEAR*** ... HIM!

SPIDER-MAN-- ALIVE ?!? BUT CALYPSO'S DRUG SHOULD HAVE PARALYZED YOU--!

PAK!

HE IS STRONGER THAN THE DRUGS-- BUT THEY HAVE UNBALANCED HIM!

EVEN NOW HIS LACK OF COORDINATION CAUSES HIM TO HURL OVER THE ROOF'S EDGE... TO HIS ***DEATH!***

FALLING!

AIR RUSHING PAST ME!

GOT TO... REACH OUT! TRY TO... GRAB HOLD OF... SOMETHING... ANYTHING!

A FLAGPOLE PROVES HIS SALVATION...

...THOUGH HIS ARM IS NEARLY WRENCHED FROM ITS SOCKET.

KRAVEN... STUCK SOMETHING OVER MY HEAD! GOTTA ... GET IT OFF!

THE MASK FLUTTERS STREETWARD...

...BUT SPIDER-MAN DISCOVERS THAT HIS VISION IS NO BETTER THAN HIS BLINDNESS.

HOLY--!

WH-WHAT HAVE I CAUGHT HOLD OF?!!

THE WEB-SLINGER'S SANITY FLEES AS CALYPSO'S HALLUCINOGENIC VENOM RAGES THROUGH HIS SYSTEM...

HIS SANITY, BUT NOT HIS COURAGE--

--NOT HIS FIERCE DETERMINATION TO SURVIVE!

SPIDER-MAN COMBATS APPARITIONS DREDGED FORTH FROM HIS OWN SUBCONSCIOUS! HE WILL FALL TO HIS DEATH!

WHO WILL KNOW, BESIDES YOU AND I, THAT THIS VICTORY WAS *NOT* YOURS--?

I WILL KNOW, CALYPSO! FOR ALL MY DAYS--

--KRAVEN THE HUNTER WILL KNOW!

I COULD NOT LIVE WITH SUCH A "VICTORY"!

WITHOUT ANOTHER THOUGHT, KRAVEN THE HUNTER LEAPS TO SPIDER-MAN'S AID!

BUT THE HALLUCINOGEN COURSING THROUGH HIS VEINS TWISTS THE WALL-CRAWLER'S PERCEPTIONS SO THAT A FRIENDLY ACT...

...BECOMES YET ANOTHER ATTACK!

BACK OFF, KRAVEN! YOU'LL NEVER STICK YOUR CLAWS IN ME!

SPLAM!

EVEN DRUGGED HE POSSESSES THE STRENGTH OF MANY MEN!

I MANAGED TO GRAB THIS LEDGE!

BUT NOW SPIDER-MAN IS PLUMMETING TO HIS DOOM!

AGAIN, THE WEB-SPINNER ACTS INSTINCTIVELY TO SAVE HIMSELF...

...AND AGAIN HIS INSTINCTS BETRAY HIM.

THRAK!

HUH? THE MONSTER TURNED TO STONE AS SOON AS I STRUCK IT!

AND I'M FALLING AGAIN!

THE SLAVERING JAWS OF SOME HORRIBLE MONSTER ARE OPENING TO SWALLOW ME--!

BUT THEN...

NO! KRAVEN IS LEAPING TO HIS DOOM TO SAVE HIS ENEMY!

I CANNOT LET SPIDER-MAN DIE--

HIS DEATH WILL BRING ME DISHONOR!

BUT A FORTUITOUSLY LOCATED AWNING SERVES AS A TRAM-POLINE...

...TO PROPEL THE ACROBATIC ARACHNID INTO THE MIDST OF A STREET DISTORTED BY MADNESS.

HONK HONK HONK

GLARING LIGHTS! BLARING SOUNDS! SOMEHOW KRAVEN'S TURNED MY CITY INTO AN INSANE JUNGLE--!

GOTTA FIGHT MY WAY OUT OF HERE!

THE DRIVER OF THE "DEMON VAN" LEAPS FREE...

...AN INSTANT BEFORE SPIDER-MAN'S STRAINING MUSCLES OVERTURN THE VEHICLE.

THAT VAN POSSESSED FAR GREATER WEIGHT THAN A BULL ELEPHANT--

YET SPIDER-MAN THREW IT ASIDE! IN SHEER STRENGTH, THE YOUTH IS MY SUPERIOR!

THUS, SUBDUING HIM BEFORE HE DOES HIMSELF HARM--WILL BE THE SUPREME TEST OF MY HUNTER'S *SKILLS!*

KRAVEN IS LEAPING IN FOR THE KILL--!

KRAVE, I MAY BE DAZED AND CONFUSED--

--BUT YOU'RE HOWLING IN THE WIND--

--IF YOU THINK YOU'RE ANY MATCH FOR SPIDER-MAN!

SUDDENLY...

SHREEOOO

NOW WHAT--?

SPIDER-MAN IS DIRECTLY IN THE PATH OF THAT POLICE CAR! WHY DOESN'T HE LEAP ASIDE?

UNFORTUNATELY, THE WALL-CRAWLER'S MIND CANNOT COMPREHEND THIS NEW MENACE...

OH, GOSH! I DON'T BELIEVE THIS IS HAPPENING!

KRAVEN'S A HUNTER--NOT A MAGICIAN! HOW'D HE TURN NEW YORK INTO THIS NIGHTMARISH JUNGLE?!

BUT, AN INSTANT BEFORE THE SKIDDING POLICE CAR CAN SMASH INTO THE DAZED WEB-SPINNER, HIS AMAZING SPIDER-SENSE FORCES HIM TO LEAP ASIDE...

RICHMAN DRUGS

POLICE

NYPD

AND THEN...

CAN'T TAKE ANY MORE OF THIS... PASSING OUTTT

SPIDER-MAN IS FALLING AT MY FEET! IF HE DIES, DISGRACE WILL HAUNT KRAVEN FOREVER!

WATCHING FROM A ROOFTOP ABOVE, CALYPSO IS LESS CONCERNED WITH KRAVEN'S HONOR THAN WITH HIS SAFETY...

THE POLICE APPROACH MY WARRIOR WITH DRAWN GUNS!

BACK AWAY FROM THE WALL-CRAWLER, KRAVEN!

NOW!

BUT I SEEK TO HELP HIM--!

WITH FRIENDS LIKE YOU, HE DOESN'T NEED ENEMIES!

THEY MOCK MY WARRIOR! THEY SEEK TO DENY HIM HIS PREY AND HIS FREEDOM!

HE COULD EASILY ESCAPE THE POLICE, BUT HIS HONOR BINDS HIM TO SPIDER-MAN!

I WILL FORCE HIM TO RECALL HIS OWN WELFARE--

--BY REMOVING THE OBJECT OF HIS MISPLACED CONCERN!

A SPEAR HURLING DOWN TOWARDS SPIDER-MAN--?

CALYPSO, NO!!

REACTING WITH THE SPEED OF A CHEETAH, KRAVEN THE HUNTER LEAPS FORWARD, RESCUING THE WEB-SPINNER FROM CERTAIN DEATH...

CHARLIE, DID YOU *SEE* THAT?! KRAVEN SNATCHED THAT SPEAR IN MID-FLIGHT!

CALYPSO! AGAIN YOU WOULD ROB ME OF THAT WHICH I CHERISH MOST-- MY DIGNITY!

I SOUGHT ONLY TO FORCE YOU TO SAVE YOUR *OWN* LIFE, MY WARRIOR!

MY LIFE?! OF WHAT *WORTH* IS THE HUNTER'S LIFE WITHOUT *HONOR*?!?

I FOUGHT SPIDER-MAN FOR MANY REASONS-- REPUTATION, THE THRILL OF THE HUNT, AND MOST OF ALL--

--FOR *YOUR* LOVE!

Y-YOU ALREADY *HAD* MY LOVE! KRAVEN, I--

HOW CAN YOU LOVE A FAILURE-- A HUNTER WHO NEEDS ANOTHER'S HELP TO BRING HIS PREY TO BAY?

AND HOW CAN I LOVE A WOMAN WHO CANNOT UNDERSTAND THE MEANING OF HONOR --OF DIGNITY?

COME ALONG, QUIETLY, KRAVEN!

WE'LL PICK UP YOUR GIRLFRIEND! THE TWO OF YOU CAN DISCUSS YOUR DIFFERENCES THROUGH THE BARS OF YOUR CELLS!

HEY! WHAT HAPPENED TO SPIDER-MAN?

NYPD

MY SENSES FINALLY CAME AROUND, SO I SPLIT!

I OVERHEARD ENOUGH TO LEARN THAT KRAVEN TRIED TO *SAVE* ME WHEN CALYPSO'S INTERFERENCE IN HIS HUNT DISHONORED HIM!

MAYBE THERE'S *MORE* TO THE HUNTER THAN I EVER THOUGHT...

STILL, I'LL HANG HIS HIDE OUT TO DRY... IF HE EVER TRIES TO DUMP ON ME AGAIN!

LET'S SEE... I WAS ON MY WAY TO MARCY KANE'S WHEN THIS INSANITY STARTED!

AND, I'M LATE... AS USUAL!

STORAGE

THUS, AFTER WEB-SLINGING HIS WAY UPTOWN...

...PETER PARKER ARRIVES, UNSHAVEN BUT EAGER, FOR HIS FIRST STUDY SESSION WITH MARCY KANE.

WHAT A PLACE! I'D HEARD THAT MARCY'S FAMILY HAD MONEY, BUT THIS...!

IT SURE PUTS MY PAD TO SHAME!

WOW! MARCY'S DRESSED TO KILL!

HI, MARCY! I'M HERE TO... STUDY?

WE *WILL* STUDY, PETER--LATER. BUT I THOUGHT YOU MIGHT BE HUNGRY.

SO WHY DON'T WE JUST--

--EAT IN?

NEXT ISSUE:

NO ONE'S QUITE AS ELECTRIFYING AS ELECTRO!

60¢ 66 MAY 02199

MARVEL COMICS GROUP

PETER PARKER, THE SPECTACULAR SPIDER-MAN

ELECTRO IS BACK

APPROVED BY THE COMICS CODE AUTHC

ILLUSTRATED

Stan Lee presents: THE SPECTACULAR SPIDER-MAN!®

RYKER'S ISLAND: IN A VERY SPECIAL CELL IN THIS VERY SPECIAL PRISON THERE LIES A VERY SPECIAL PRISONER.

NO ORDINARY CELL COULD HOLD MAX DILLON.

THUS, HE HAS BEEN SWATHED HEAD-TO-TOE IN SPECIAL NON-CONDUCTIVE BANDAGES...

...WHILE WALDOES--REMOTE-CONTROLLED MECHANICAL ARMS--SERVICE HIS EVERY NEED THROUGH PLASTIC INTRAVENOUS TUBES.

MAX DILLON IS NOT GREATLY ENAMORED OF THE SITUATION.

IF LOOKS COULD KILL, WE'D BE COLD MEAT!

WE'RE LUCKY THAT DILLON'S AS HELPLESS AS A NEWBORN BABE!

DON'T LET OUR MUMMY RATTLE YOU, GEORGE!

BABYSITTING THIS TEN-TIME LOSER IS A PIECE OF CAKE!

Story: BILL MANTLO
Art: ED HANNIGAN and JIM MOONEY
Letters: DIANA ALBERS
Colors: BOB SHAREN
Editor: TOM DeFALCO
Chief: JIM SHOOTER

OH, BLAST!
WHAT IS IT, CHARLIE, WHAT'S WRONG?
I WAS MANEUVERING IN TO CHANGE AN EMPTY FOOD CANNISTER--
--WHEN I GOT MY WALDO HUNG UP ON ONE OF THE INTRAVENOUS TUBES!
THAT CANNISTER'S *METAL*-- SOMETHING DILLON'S NEVER SUPPOSED TO COME INTO CONTACT WITH!
WHAT SHOULD I DO?
DON'T PANIC, CHARLIE! BUT FOR GOD'S SAKE, BRING IT IN BEFORE--!
ALL IT TAKES...
...IS THE BLINK OF AN EYE.
ZZRT!
AND, IN THAT INCREDIBLY SHORT TIME, AN IMMENSELY POWERFUL ELECTRIC CHARGE RUNS FROM INTRAVENOUS PATCH-POINT--TO EMPTY CANNISTER--TO WALDO ARM...
AND THEN...
YEEAGHH!
ZZIT!
INSTANTLY, CHARLIE'S BRAIN IS SHORT-CIRCUITED...

WWHUUURRRRRRRRRRRRRRRRRRRR

...AS ANOTHER, STRONGER WILL TAKES ELECTRICAL CONTROL OVER THE MECHANICAL SERVO-ARMS.

THIS HAS BEEN THE BREAK THAT MAX DILLON HAS PATIENTLY BIDED HIS TIME FOR THESE LONG MONTHS PAST. HE INTENDS TO MAKE THE MOST OF IT.

AT LAST! I CAN USE THE WALDOES TO TEAR AWAY MY BANDAGES, AND--

RRRRRRRRRRRRRRRRRRRR!!!!

-- ELECTRO WILL BE FREE!

WITHIN SECONDS, SHRILL ALARMS ROUSE THE AUTHORITIES IN CHARGE OF THIS VERY SPECIAL PRISON.

HURRY! BREAKOUT IN E-SECTION!

ELECTRO!

YES, YOU FOOLS! HOW LONG DID YOU THINK I'D ALLOW ANY JAIL TO HOLD ME?!

THE GUARDS ARE GIVEN NO CHANCE TO RESPOND...

... BEFORE THEY ARE SHOCKED SENSELESS.

ALL I NEEDED WAS FOR SOME CONDUCTIVE MATERIAL TO ACCI-DENTALLY COME INTO CONTACT WITH ME--

--SO THAT I COULD EXTEND MY ELECTRICAL CONTROL OVER ALL OF E-SECTION!

LOOK! SOMEONE'S BUSTING OUT ONTO THE WALL--HE'S DOING SOMETHING TO OUR SEARCHLIGHTS!

I AM ELECTRO, *THE MASTER OF ELECTRICITY!*

T-THE ENTIRE PRISON IS GOING *DARK!*

ZRAK!

OF COURSE! I AM ABSORBING ALL OF YOUR ELECTRICAL POWER TO MAKE MYSELF STRONGER AND STRONGER!

SOON ALL THE ELECTRICAL POWER IN NEW YORK CITY WILL BE MINE!

ELECTRO LEAPS FROM THE PRISON WALL TO THE POWER-LINES ABOVE...

...AND, RIDING THE CURRENT LIKE A SURFER RIDES A CREST, HE PROCEEDS TOWARDS HIS DESTINATION.

I MET MY LAST DEFEAT AT THE HANDS OF *SPIDER-MAN* AND THE *FANTASTIC FOUR!*

I HAD BEEN FOOLISH ENOUGH TO ALLY MYSELF WITH OTHERS-- THE *FRIGHTFUL FOUR!* *

BUT, NOW I AM STRONGER THAN EVER --AND I WILL FACE MY ENEMIES ALONE!

*PPTSS #42 & FF #218.

36 East

ONK EWAY

MILES SOUTH, IN THE SOON-TO-BE-BESIEGED BIG APPLE, A CERTAIN SPECTACULAR WEB-SWINGER MAKES HIS WAY ACROSS TOWN IN HIS OWN UNIQUE MANNER...

I PROMISED *MARCY KANE* I'D MEET HER AT THE CORNER OF 86th AND 3rd ON HER WAY HOME FROM SCHOOL--

RKO

RAIDERS OF LOST PARK

SHOES

--BUT I GOT DELAYED BY DR. SLOAN, THE HEAD OF THE E.S.U. PHYSICS DEPARTMENT! HE WANTED TO CONGRATULATE ME FOR DOING SO WELL ON MY LAST BIO-CHEM EXAM!

I'VE GOTTA HAND IT TO MARCY--A FEW STUDY SESSIONS WITH HER HAVE HELPED PERK UP MY LOUSY GRADES!

NEWS STAND

AH! THERE'S THE LADY NOW!

THE FASTEST WAY DOWN TO HER IS TO DROP A WEB-LINE INTO THIS DESERTED ALLEY BEHIND HER!

HEY, LADY! CARRY YOUR BOOKS?

PETER PARKER! WHERE ON EARTH DID YOU COME FROM?

OH, I JUST DROPPED OUT OF THE SKY.

I'M NOT LATE, AM I?

NYC FRIED CHICKEN

STAND

NO, AS A MATTER OF FACT, YOU'VE BEEN REMARKABLY PUNCTUAL EVER SINCE WE'VE BEEN STUDYING TOGETHER.

QUITE A DIFFERENCE FROM THE YOUNG MAN WHO I USED TO THINK DIDN'T HAVE THE DISCIPLINE TO BECOME A PHYSICIST.

NNIE

DECO DUD

NOT CROSS

YOU'RE THE ONE KEEPING ME ON MY TOES, MARCY.

PETE AND MARCY CONTINUE ALONG 86th STREET, UNAWARE THAT THEIR PRESENCE HAS BEEN NOTED BY DEBRA WHITMAN AND HER ESCORT, BIFF RIFKIN.

HEY, DEB! THERE'S GOOD OLD PETEY-O! COME ON--LET'S GO OVER AND MAKE HIS DAY.

SALE

IN

HOT

BIFF, I'D... RATHER NOT.

I UNDERSTAND! YOU DON'T WANT ANYBODY TO INTRUDE ON OUR DATE! FINE BY ME!

HOT D

MA

BIFF MAY COME ON LIKE AN OBNOXIOUS PREPPY TO MOST PEOPLE, BUT HE TREATS ME REALLY FINE!

STILL, I'M ATTRACTED TO PETER PARKER--WHO ACTS LIKE HE DOESN'T KNOW I'M ALIVE!

OH, PETER... I COULD MAKE YOU HAPPY--I KNOW I COULD!

ANNIE

ANNIE

HOT DOGS

MEANWHILE, AT A HARLEM RIVER CROSSING FROM THE BRONX TO MANHATTAN...

BEEP HONK BEEP

BEEP HONK

BLEEPIN' CITY! CAN'T THEY EVEN KEEP THEIR DRAWBRIDGES FIXED?!

AND, ON THE RIVER ITSELF...

CAPTAIN! THE BRIDGE STOPPED MIDWAY! WE'LL NEVER CLEAR IT!

FULL SPEED ASTERN, MISTER!

MOVE IT, BUDDY! WE'VE GOT TO CLEAR THIS BRIDGE!

MY ENGINE JUST DIED! I LOST ALL ELECTRICAL POWER!

WEARING A GREEN AND YELLOW LIGHTNING-SLASHED COSTUME, THE REASON FOR THIS CONFUSION IS IMMEDIATELY APPARENT...

LOOK! THERE'S SOME GUY ATOP THE DRAWBRIDGE!

SOON ALL THE POWER IN THE ENTIRE CITY WILL BE FUEL FOR MY VENGEANCE!

CAPTAIN, OUR GENERATOR'S GONE! WE'RE DRIFTING WITH THE TIDE-- HELPLESS!

LOOK! THE DRAWBRIDGE IS STARTING TO FALL!

WE'RE GOING TO CRASH!

RAMMMMMMM!

MASTS ARE SHEARED OFF AS IF THEY WERE PAPER.

THE ACCIDENT WILL TIE UP TRAFFIC FOR HOURS.

THE DAMAGE WILL RUN INTO THE HUNDREDS OF THOUSANDS!

ONE MAN CAUSED ALL THIS-- *ELECTRO!*

USING THE ELECTRIC POWER HE HAS DRAINED FROM THE DISASTER BELOW...THE MASTER OF ELECTRICITY RIDES AN ELECTROSTATIC RAMP TOWARDS THE VERY HEART OF THE CITY...

THEY USED TO SING OF THE LIGHTS ON BROADWAY!

BUT WHEN I'M DONE WITH THIS TOWN, IT WILL BE AS BLACK AS PITCH!

MEANWHILE, NEWS OF ELECTRO'S APPROACH HAS NOT YET REACHED TREE-LINED EAST 83rd STREET...

MARCY, I STILL CAN'T GET OVER YOUR APARTMENT. IT MAKES MY PLACE LOOK LIKE A *ROACH MOTEL*...

I WAS LUCKY, PETE. IT BELONGED TO A ROOMMATE, SHE MOVED OUT, AND, WELL...

ALL MY ROOMMATE EVER LEFT ME--WAS AN UNPAID ELECTRIC BILL.

HEY! COME HERE A MINUTE, BEAUTIFUL!

PETER PARKER, WHAT IN THE WORLD DO YOU THINK YOU'RE DOING?

TRYING TO SWEEP YOU OFF YOUR FEET, MARCY! I MEAN--I'D JUST LIKE TO SHOW YOU MY GRATITUDE.

GRATITUDE?

YEP! I PASSED MY BIO-CHEM EXAM WITH FLYING COLORS, THANKS TO YOUR HELP...

NOW, LISTEN, MR. PARKER-- LET'S GET ONE THING STRAIGHT. I'M HERE TO HELP YOU WITH YOUR STUDIES, NOT TO BE YOUR SQUEEZE TOY.

YOU TRY MANHANDLING ME AGAIN--I MAY BREAK YOUR ARM. CAPEESH?

SURE, MARCY. I'M SORRY... I JUST GOT A BIT CARRIED AWAY.

YES. WELL, WHY DON'T YOU START REVIEWING TODAY'S PARTICLE THEORY NOTES WHILE I FIX US SOME SUPPER?

OKAY, BUT I THINK I'LL CATCH THE NEWS, FIRST.

I HOPE MY ENTHUSIASM DIDN'T FRIGHTEN MARCY! I REALLY DO LIKE HER... AS A FRIEND!

--INTERRUPT THIS PROGRAM FOR A SPECIAL NEWS BULLETIN!

PETER. I MUST ADMIT I WASN'T SURE OF HOW OUR JOINT STUDY EFFORT WOULD WORK OUT...

BUT YOU SEEM TO HAVE REALLY BUCKLED DOWN AND GOTTEN SERIOUS.

YOU ALWAYS USED TO BE IN SUCH A HURRY--RUSHING AWAY FROM YOUR SCHOOL WORK FOR REASONS YOU NEVER SEEM ABLE TO EXPLAIN.

IT SEEMS MANHATTAN IS UNDER ATTACK...AGAIN!

TRAFFIC HAS BEEN SNARLED FROM 215th TO 89th STREET!

THE MAN RESPONSIBLE APPEARS TO BE AN ESCAPED CONVICT... MAX DILLON, BETTER KNOWN AS ***ELECTRO!***

THERE! THAT DIDN'T TAKE LONG! DID IT, PETER?

PETER?

PETER?!

I-I DON'T BELIEVE IT! HE'S GONE!

HE LEFT HIS BOOKS... AND RAN OUT!

ALL RIGHT, MR. PARKER! I'VE DONE ALL I CAN TO HELP YOU!

FROM NOW ON, YOU CAN FLUNK OUT OF COLLEGE ON YOUR OWN!!

ON A NEARBY ROOFTOP...

I HATED TO DO THAT TO MARCY! SHE REALLY HAS HELPED ME.

BUT, WITH A HIGH POWERED CRAZY LIKE *ELECTRO* AT LARGE--

--GOOD GRADES TAKE A BACK SEAT!

JUST THEN...

ACCORDING TO THE TUBE, ELECTRO'S HEADING SOUTH-- STOPPING TRAFFIC ALONG THE WAY!

CABBIE, WHAT'S THE REASON FOR THIS DING-BLASTED DELAY?!

YOU CAN'T DO THIS TO ME. I'M J. JONAH JAMESON, PUBLISHER OF THE NEW YORK DAILY BUGLE! I HAVE AN APPOINTMENT AT THE PRESS CLUB...

THERE'S NOTHING THE DRIVER CAN DO, JONAH.

OF ALL THE INCOMPETENT--!

BEATS THE BLUES OUTTA ME, PAL! MY CAB JUST DIED-- AND SO DID EVERY OTHER CAR ALONG THIS STRETCH!

ATTENTION A 50¢ SURCHARGE

THANK FOR NO SMOKI

WE'RE STUCK BUT GOOD!

THE FIERY PUBLISHER'S COMPANION, MARLA MADISON, PAYS NO HEED TO HIS RAGES. SHE HAS HEARD IT ALL BEFORE.

AN HOUR LATE! DINNER'S PROBABLY COLD! I NEED A CIGAR!

DRIVER, HAVE YOU TRIED YOUR RADIO?

NOPE, LADY. I ASSUMED IT WAS AS DEAD AS EVERYTHIN' ELSE.

MARLA, MY DEAR--I HOPE YOU WON'T MIND IF I LIGHT UP...

JONAH!

WELL, IF YOU OBJECT *THAT* STRENU-OUSLY--!

GOOD GRIEF! YOUR HAIR'S SUDDENLY STANDING ON END!

AND NOW THIS INFERNAL TAXI CAB IS GOING CRAZY!

WHISHWHISH

OFF DUTY TAXI

WHAT THE DEVIL'S GOING ON?!

HONK HONK

THERE'S YER ANSWER, MAC! SOME DUDE IS RIDIN' A LIGHTNIN' BOLT--AND SCREWIN' UP EVERYTHIN' ELECTRIC FOR BLOCKS!

DING DING DING DING

PAY THIS FARE

$51.72

HEY! MY METER!

THAT'S *ELECTRO*, THE MASTER CRIMINAL! MARLA, GET TO A PHONE!

CALL MY CITY EDITOR AND TELL HIM WHAT'S HAPPENING!

JONAH! WHERE ARE YOU GOING?

OFF DUTY TAXI

748

WIBER TRANS CORP INC.

$100 FIRST

MOVIN

TO GET THE STORY, WOMAN! I USED TO BE A TOP-NOTCH REPORTER, REMEMBER?

PHO

BUT, JONAH! THE PHONES ARE DEAD, TOO!

J. JONAH JAMESON DOES NOT HEAR HIS LADYFRIEND. HE IS HOT ON THE TRAIL OF NEWS...

...JUST AS A CERTAIN WONDROUS WEB-SLINGER IS HOT ON THE TRAIL OF ELECTRO!

HI, JOLLY J! FANCY PASSING YOU HERE!

ATLAS MOVING

SPIDER-MAN! I SHOULD HAVE GUESSED YOU'D BE IN LEAGUE WITH ELECTRO!

GIVE ME A BREAK!

CRINGING CATTLE! THE MEREST DISPLAY OF MY POWER--

--CAUSES YOU TO STAND ROOTED IN ABJECT TERROR!

HEAVY MENTAL

AH! THERE'S SPARKLES-- LIGHTING UP THE TOWN!

DON'T DARE MOVE! WE'LL BE ELECTROCUTED IF WE TOUCH THOSE LIGHTNING WAVES!

CAN'T SOMEBODY DO SOMETHING?

THEN, AS IF ON CUE...

EH? *WEBBING* STRIKING MY SHOULDERS--

--DRAGGING ME FROM THE MOVIE MARQUEE!

AVY TAL ☆ IN DOLBY GILLIS SOUND

CO

SPIDER-MAN!

SMAKK

NICE DEDUCTIVE REASONING, SHERLOCK! I WOULDN'T HAVE GIVEN YOU CREDIT FOR SUCH SMARTS!

BUT IF YOU *REALLY* WERE SMART, YOU'D GIVE UP WITHOUT A FIGHT!

WE BOTH KNOW HOW THIS IS GONNA END!

YOU'RE WRONG, WALL-CRAWLER!

I CAN NOW SIPHON OFF ELECTRIC ENERGY FROM ANYTHING!

THESE LONG MONTHS IN PRISON GAVE ME A CHANCE TO REFINE MY POWERS!

STRAZ!

YOW! THE ELECTRICITY RUNNING BENEATH THE STREETS IS BOOSTING ELECTRO'S POWER! HE'S DEADLIER THAN EVER!

AMONG THE GATHERING CROWD, J. JONAH JAMESON SPIES A FAMILIAR FACE, FREELANCE PHOTOGRAPHER LANCE BANNON.

WHY AREN'T YOU SHOOTING THIS? WHAT ARE YOU WAITING FOR?

DON'T WORRY, MR. JAMESON! THIS IS ONE SPIDER-MAN STORY PETER PARKER'S NOT GOING TO GET!

OH, GREAT! MY COMPETITION, LANCE BANNON, IS HERE!

HE'S SNAPPING PICTURES--WHILE I'M RISKING MY LIFE! SWELL...

SPIDER-MAN, YOU'RE INSANE IF YOU THINK YOU CAN DEFEAT ME BY HURLING A MANHOLE COVER! IT WILL NEVER TOUCH ME!

IT WASN'T *MEANT* TO TOUCH YOU, SPARKY--

--BUT TO DRAW THE FIRE OF YOUR ELECTRIC BOLTS WHILE I DO MY SHOPPING!

THE AMAZING ARACHNID'S 30 FOOT LEAP CARRIES HIM PAST ELECTRO AND INTO AN EASTSIDE HARDWARE STORE.

RUBBER GLOVES 69¢

HOW LONG DO YOU THINK YOUR LITTLE GAME OF "TRICK-AND-RETREAT" WILL KEEP YOU SAFE FROM ME?

HOPEFULLY LONG ENOUGH FOR ME TO SLIP ON THESE ELECTRICIAN'S RUBBER GLOVES--

PAIN

--AND DELIVER AN INSULATED SHOT IN THE CHOPS TO OLD SHOCK-SOCKS! GOTTA PULL IT, THOUGH...

SAL

A SOLID SPIDER-POWERED PUNCH WOULD TEAR HIS HEAD OFF! HUH? ELECTRO'S STILL STANDING!

YOU HURT ME, SPIDER-MAN-- I'LL GRANT YOU THAT!

ANY LESS POWERFUL SUPER-VILLAIN WOULD PROBABLY HAVE BEEN HOSPITALIZED FOR DAYS!

BUT THE ELECTRICITY WHICH IS CONSTANTLY RECHARGING MY BODY HAS ALSO INCREASED MY PHYSICAL STAMINA! I CAN SLOUGH OFF THE PAIN! BUT CAN YOU SLOUGH OFF... *THIS!?!*

ZSTRAKOW!

YEE--IKES! THE CONCUSSION HURLED ME FROM THE STORE!

SWELL! JOLLY JONAH'S STILL HERE.

HE MUST BE LOVING THIS SPECTACLE OF *SPIDER-MAN IN RETREAT!* UNH! ELECTRO'S LAST BOLT DIDN'T EVEN HAVE TO TOUCH ME TO DAZE ME!

HE'S MORE POWERFUL THAN EVER, AND HIS LITTLE STAY IN STIR HAS GIVEN HIM A KINGSIZED *MAD*-ON!

RESTING, SPIDER-MAN?

PRACTICALLY EVERYTHING YOU COULD HIDE BEHIND IS CONDUCTIVE IN SOME WAY!

ELECTRO WANTS TO KEEP ME ON THE RUN!

GUESS IT FEEDS HIS EGO TO THINK HE'S FINALLY GOT THE EDGE ON THE GUY WHO BEAT HIM SILLY SO MANY TIMES!

BUT I WOULDN'T REALLY CALL WHAT I'M ABOUT TO DO NEXT "*RUNNING*"!

LOOK AT SPIDER-MAN GO!

I'VE NEVER SEEN ANYONE MOVE LIKE THAT IN MY LIFE!

HE'S SO FAST-- AND AGILE!

DEREK ZAN

BANNON, THIS IS DISASTROUS! SPIDER-MAN IS WINNING THE CROWD OVER WITH A DISPLAY OF HIS FREAK POWERS!

WELL, SPIDER-MAN IS THE HERO OF THIS PIECE, ISN'T HE, MR. JAMESON?

SILVE

YOU WON'T HAVE MUCH OF A FUTURE WITH THE *DAILY BUGLE* IF YOU THINK THAT WAY, SON!

OKAY, THIS LITTLE WORKOUT HAS REALLY KEPT ME ON MY TOES!

BUT I THINK IT'S TIME I PULLED ELECTRO'S PLUG!

RITERION

SPIDER-MAN! I HAD THE CROWD IN TERROR OF ME! NOW THEY'RE APPLAUDING YOU!

IF I HAD BEEN INCLINED TO SHOW YOU MERCY, THAT POINT HAS PASSED!

BANDI

COMING JAWS

TOUCHING THE EXTERIOR WALL OF THE THEATER, ELECTRO CHANNELS HIS POWER THROUGH THE METAL GIRDERS AND WIRES WITHIN...

...TO THE FLAGPOLE FROM WHICH THE SPECTACULAR SPIDER-MAN SWINGS...

GNNGGG!

SPIDER-SENSE WARNED ME OF THE DANGER-- BUT I WAS IN MID-LEAP AND COULDN'T AVOID THIS BUILDING!

SPIDER-MAN, THAT FLAG-POLE IS ACTING LIKE A LIGHTNING ROD! NOW YOU'LL PAY FOR HAVING DARED ANGER ME!

SHOCKED SENSELESS, THE WALL-CRAWLER DOES NOT RESPOND...

...HE MERELY PLUMMETS TO THE STREET FAR BELOW...

KRRUMP!

CRIME TAME BANDITS

B-BIFF, SPIDER-MAN'S BEEN BEATEN!

NO ONE COULD HAVE SURVIVED A FALL LIKE THAT!

IGNORING THE CROWD MILLING IN PANIC BELOW, ELECTRO RISES UP INTO THE NIGHT...

HE'S GLIDING AWAY LIKE WE DON'T MEAN ANYTHING TO HIM!

WE DON'T!

THANK HEAVEN!

I'VE DONE IT--MORE EASILY THAN I'D HAVE EVER BELIEVED! AFTER COUNTLESS DEFEATS AT THE HANDS OF THE INFERNAL WALL-CRAWLER--

--ELECTRO HAS SLAIN SPIDER-MAN!

HMM! WHAT DO I DO FOR AN ENCORE?

MEANWHILE, AT THE DOOR TO THE MOVIE MARQUEE...

BANNON, SPIDER-MAN'S CORPSE MUST LIE JUST OUTSIDE THIS DOOR! GET YOUR CAMERA READY--YOU'RE ABOUT TO TAKE THE *PICTURE OF THE YEAR!*

BUT, WHEN THE DOOR SWINGS OPEN...

LOOK, MR. JAMESON! THERE GOES *ELECTRO!*

WHAT IN BLAZES DO I CARE ABOUT ELECTRO??!

WHERE'S SPIDER-MAN??!

HE MUST HAVE CRAWLED AWAY!

NO! NOTHING COULD HAVE SURVIVED ELECTRO'S JOLT!

I KNOW--HE WAS VAPORIZED BY THE BLAST!

COME ON, BANNON! WE'VE GOT A PAPER TO PRINT!

SLAM!

UNNHHH...

THOUGHT THEY'D... NEVER LEAVE. TOO WEAK... TO CRAWL AWAY ...WHILE THEY WERE... HERE.

SLOWLY, SPIDER-MAN DRAGS HIMSELF FROM THE SCENE OF HIS DEFEAT...

GOTTA GET HOME... REST!

THINK OF SOME WAY...TO BEAT ELECTRO!

EVEN AS SPIDER-MAN LIMPS HOMEWARD, THE MASTER OF ELECTRICITY PONDERS HIS NEXT MOVE...

THE *FANTASTIC FOUR* ARE IN A FAR DIFFERENT CATEGORY OF POWER THAN SPIDER-MAN!

I'LL HAVE TO PLAN CAREFULLY BEFORE I DARE CHALLENGE THEM!

WHILE, ELSEWHERE...

TWENTY MINUTES TO GET A BLASTED PHONE CALL THROUGH...!

ELECTRO'S PLAYING HAVOC WITH *ALL* THE ELECTRICAL SYSTEMS!

AH, AT LAST! ROBBIE, THIS IS JONAH! LISTEN--!

LATER, IN A LESS-THAN-ELEGANT CHELSEA APARTMENT HOUSE...

HOME! I MADE IT!

I'M FEELING A LOT BETTER, TOO! ELECTRO'S NOT THE ONLY ONE WITH INCREDIBLE RECUPERATIVE POWERS!

TOO BAD MY *COSTUME* WON'T MEND AS EASILY! IT'S A MESS!

BUT THAT'S OKAY, 'CAUSE I WON'T BE WEARING IT WHEN I GO UP AGAINST ELECTRO AGAIN!

I NEED PROTECTION!

AH, I KNEW I'D STORED THIS OLD RUBBER AIR-MATTRESS SOMEWHERE!

ONE PAINSTAKING HOUR LATER...

THE *SPECTACULAR SEAMSTRESS* I'M NOT!

RING

THE PHONE. WHO--?

HELLO, PETER DEAR. I WAS JUST CALLING TO SEE IF YOU'RE ALL RIGHT. NATHAN SAYS THERE'S A TERRIBLE ELECTRIC STORM OVER THE CITY...

MAY PARKER! I SAID *ELECTRO'S* STORMING THE CITY!

MAKE SURE YOU DRESS FOR THE WEATHER, PETER!

OH, I INTEND TO, AUNT MAY! BYE!

THERE! A LITTLE FAST-ACTING RUBBER EPOXY TO HOLD THE THING TOGETHER--

--AND, *VOILA!* ONE INSULATED SPIDER-SUIT!

I JUST HAVE TO SLIP IN MY ONE-WAY EYE LENSES AND I'M READY FOR ACTION!

MEANWHILE, AT THE BLACKED-OUT OFFICES OF THE NEW YORK DAILY BUGLE...

OUR OWN GENERATORS HAD TO PRINT THAT PAPER!

JONAH, I THINK THIS WAS A MISTAKE! YOU HAVE NO REAL PROOF THAT SPIDER-MAN'S DEAD.

DAILY BUGLE SPIDER-MAN DIES

NONSENSE, ROBBIE!

I KNOW THAT THE WALL-CRAWLER IS DEAD!

UH, JONAH-- PERHAPS YOU'D BETTER COME TO THE WINDOW...

DAILY BUGLE SPORTS

NO! IT CAN'T BE! NOT *HIM!* I SAW HIM *DIE!*

GAAHH!

SPIDERMAN DIES

NOT FAR AWAY, ON THE GREAT WHITE WAY KNOWN TO ALL THE WORLD AS BROADWAY...

IT'S SHOW TIME, FOLKS!

LIGHTNING IS SHOOTING UP INTO THE SKY!

IT'S THAT MAN ABOVE THE THEATER-- HE'S DOING IT!

ELECTRO!

SPIDER MAN DIES

THE BUGLE SAYS HE KILLED SPIDER-MAN!

SUDDENLY, SWINGING LIKE A SPECTER OUT OF THE NIGHT...

SORRY, BUT THE REPORTS OF MY DEMISE HAVE BEEN GREATLY EXAGGERATED!

SPIDER-MAN... IS THAT REALLY YOU?!

DON'T LET THE NEW COSTUME THROW YOU! IT MAY NOT BE A JORDACHE ORIGINAL-- BUT IT'LL DO!

YOU BLEW IT, LIGHTNING-LAD! YOU GAVE ME YOUR BEST SHOT--AND ALL YOU DID WAS MAKE EXTRA WORK FOR MY TAILOR!

YOU WERE LUCKY, THAT'S ALL--YOUR ACCURSED SPIDER-LUCK!

GEE, I WASN'T EVEN AWARE OF *THAT* POWER!

ZRAK

LAUGH ALL YOU WANT, WALL-CRAWLER! I'VE BEEN ADDING TO *MY* POWER ALL NIGHT LONG!

SEARING BOLTS OF LIGHTNING STRIKE SPIDER-MAN...

BUT THEN...

SURPRISE, SURPRISE!

SKOK!

IT'S IMPOSSIBLE! THAT SHOCK SHOULD HAVE KILLED YOU!

NO KIDDING! I FELT THE JOLT--EVEN THROUGH MY RUBBER SUIT!

LUCKILY, I WAS IN MIDAIR! DON'T KNOW WHAT WOULD HAVE HAPPENED IF I HAD BEEN GROUNDED!

UH-OH! SHOCK-SOCKS IS CLINGING TO THE ELECTRICITY RUNNING THROUGH THOSE NEON LETTERS, THE WAY I CLING TO WALLS!

MEANWHILE, WATCHING THE TELEVISED REPORTS OF THE BATTLE FROM AFAR...

THAT WEB-HEADED IDIOT'S TACKLING ELECTRO AGAIN! I HOPE HE GETS HIS HEAD HANDED TO HIM! THAT WAY MY HEADLINE CAN STILL COME TRUE!

SPIDER-MAN APPEARS TO BE ON THE ROPES...

THIS IS IT! THIS IS IT!

WHAT A COMEBACK! THE WALL-CRAWLER HAS GOT ELECTRO REELING!

HOW COULD THAT WEB-HEADED WEIRDO DO THIS TO ME? HE'S RUINED THE CREDIBILITY OF THE DAILY BUGLE!

SOME PEOPLE JUST NEVER LEARN.

CASE IN POINT...

HOW MANY TIMES HAVE WE RODE THIS MERRY-GO-ROUND, ELECTRO? FIVE? TEN? DO YOU *EVER* WIN?

DO YOU EVER COME *CLOSE*?!

NO! YOU MAY CAUSE A LOT OF GRIEF--

--BUT YOU ALWAYS WIND UP BACK IN JAIL!

DON'T YOU UNDERSTAND THAT THERE'S NO WAY YOU CAN BEAT ME?

ALL RIGHT, SPIDER-MAN-- LET'S SAY, FOR ARGUMENT'S SAKE, THAT POWER AGAINST POWER YOU'LL ALWAYS WIN! THEN, I'D HAVE TO FIND SOME *OTHER* WAY TO BEAT YOU, WOULDN'T I?

WHAT WAY?

WELL, I COULD THREATEN TO ELECTROCUTE THOSE PITIFUL WORMS SQUIRMING ON THE STREET BELOW--

--UNLESS YOU OFFERED YOURSELF IN THEIR PLACE!

YOU MERCILESS, MOTHERLESS--!

PLEASE! LET'S NOT GET PERSONAL! I'M TALKING ABOUT A BUSINESS ARRANGEMENT.

YOUR LIFE... FOR *THEIRS!*

IT... DOESN'T LOOK LIKE I HAVE ANY CHOICE.

NONE AT ALL.

GIVE ME YOUR HAND, SPIDER-MAN.

THEN WHAT?

THEN I'LL CONDUCT MY POWER THROUGH YOU--

--A *KILLING CURRENT* THAT CAN'T FAIL TO REDUCE YOU TO ASH!

YEEAGHH!

THUS, FOR THE *SECOND* TIME THIS NIGHT--*SPIDER-MAN DIES!* EUGHE

AND, FOR THE SECOND TIME TONIGHT, *YOU BLEW IT!*

POW!

SOON...

HERE HE IS, BOYS-- SIGNED, SEALED AND DELIVERED!

HOW COME HE DIDN'T KILL YOU WHEN HE TOOK YOUR HAND, SPIDER-MAN?

THE DOPE DIDN'T REALIZE THAT I WAS WEARING AN INSULATED COSTUME!

I GUESS THAT MAKES THIS COPY OF THE BUGLE A COLLECTOR'S ITEM?

SURE! WHY?

ER... COULD I HAVE THAT, OFFICER?

DAILY TOO

I'D LIKE A CERTAIN CIGAR-SMOKING PUBLISHER TO AUTOGRAPH IT FOR ME!

SOON...

HEH-HEH! THERE'S NOT-SO-JOLLY-JONAH NOW!

JONAH, THEY'RE SHOWING ADDITIONAL TV NEWS FOOTAGE OF SPIDER-MAN'S VICTORY NOW...

I'M AFRAID TO LOOK!

...AN INTERESTING SIDELIGHT OF TONIGHT'S STORY-- IS AN ERRONEOUS STORY REPORTED BY THE PUBLISHER OF THE DAILY BUGLE...

J. JONAH JAMESON

TURN IT OFF, MARLA! *TURN IT OFF!*

I HAVEN'T GOT THE HEART TO INTRUDE ON JJJ NOW! HE'S MISERABLE ENOUGH ALREADY!

BESIDES, THIS COSTUME'S HOTTER'N A SAUNA!

BUT IT WORKED LIKE A CHARM WHILE I WORE IT--I MANAGED TO BEAT ELECTRO!

BUT IN THE PROCESS I ALIENATED MARCY--ALMOST GOT MYSELF KILLED--AND RUINED A PERFECTLY GOOD COSTUME!

SOMETIMES I WONDER WHY I BOTHER.

DAILY BUGLE

SPIDER-MAN DIES

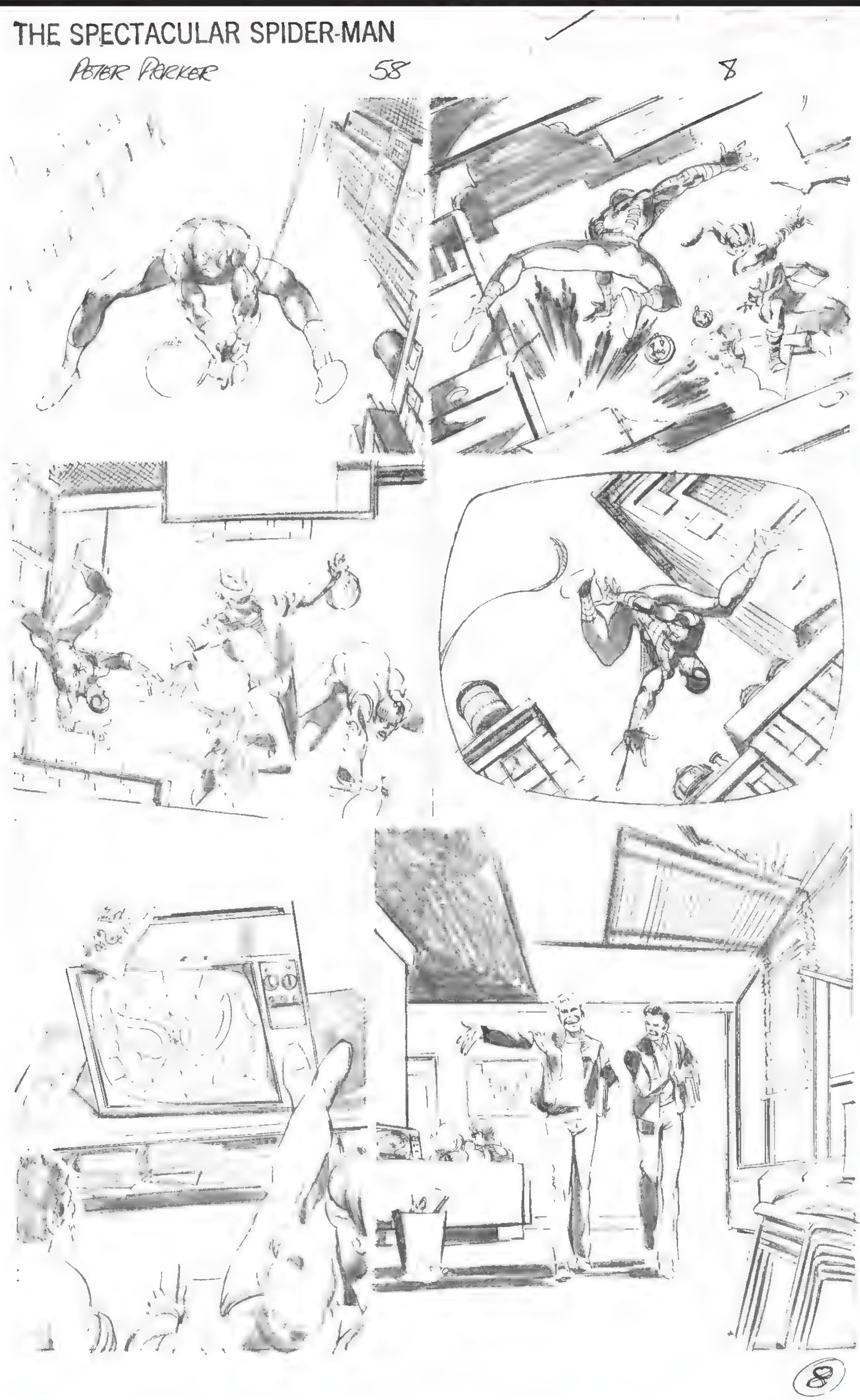
AS ALWAYS, IT'S A LONG WAY HOME.

END.

Peter Parker, The Spectacular Spider-Man #58 Beetle costume design sketch
by John Byrne

Courtesy Roger Stern

Peter Parker, The Spectacular Spider-Man #58, page 8 pencil art
by John Byrne



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Peter Parker, The Spectacular Spider-Man #58, page 9 pencil art
by John Byrne

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Peter Parker, The Spectacular Spider-Man #58, page 20 pencil art
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Peter Parker, The Spectacular Spider-Man #58, page 21 pencil art
by John Byrne

Courtesy Roger Stern

Peter Parker, The Spectacular Spider-Man #60, page 7 original art
by Ed Hannigan & Jim Mooney

MY WHOLE BODY FEELS NUMB!

I'M FALLING TOO FAST... GOT TO TRY TO HIT THAT AWNING... BREAK MY FALL!

C'MON, MUSCLES... WORK! WORK!

THOON

THAT HELPED SOME... BUT I'M STILL TRAVELING TOO FAST, TOO CLOSE TO THE GROUND! ONLY ONE CHANCE TO COME OUT OF THIS ALIVE!

WHAT THE--?

DANGER MEN AT WORK

DESPERATELY TUMBLING THROUGH THE AIR, SPIDER-MAN DIVES DOWN THE NARROW UTILITY VENT-STACK--FIRING HIS WEBBING AHEAD OF HIM...

...HOPING TO SPIN A LIFE-SAVING WEB-CUSHION IN TIME!

SPLOOSH

I MUST STILL BE ALIVE! HEAVEN WOULDN'T SMELL SO BAD, AND THE OTHER PLACE WOULDN'T BE ALL WET AND CLAMMY!

OWTCH! IT FEELS LIKE MY LEFT SIDE TOOK THE WORST OF IT! THE ARM IS REALLY WASTED!

LOOKS LIKE THE BEETLE WINS THIS ROUND! I'D BETTER PULL MYSELF TOGETHER AND HOBBLE OFF BEFORE HE DECIDES TO COME DOWN THE TUBE AFTER ME!

BUT, AT THE TOP OF THE STACK...

IT'S BLACK AS PITCH DOWN THERE! NO DOUBT, SPIDER-MAN IS LYING IN WAIT--PREPARING TO AMBUSH ME THE MINUTE I STICK MY HEAD DOWN THERE!

I'LL NOT FALL FOR THAT OLD TRICK!

THERE'S NO NEED TO PLAY HIS GAME, WHEN I CAN LURE HIM OUT OF HIDING.

ALL I NEED IS THE PROPER BAIT!

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JIM MOONEY

Ed Hannigan

Courtesy HeritageAuctions.com

Peter Parker, The Spectacular Spider-Man #61, page 8 original art
by Ed Hannigan & Jim Mooney

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Peter Parker, The Spectacular Spider-Man #56 cover original art
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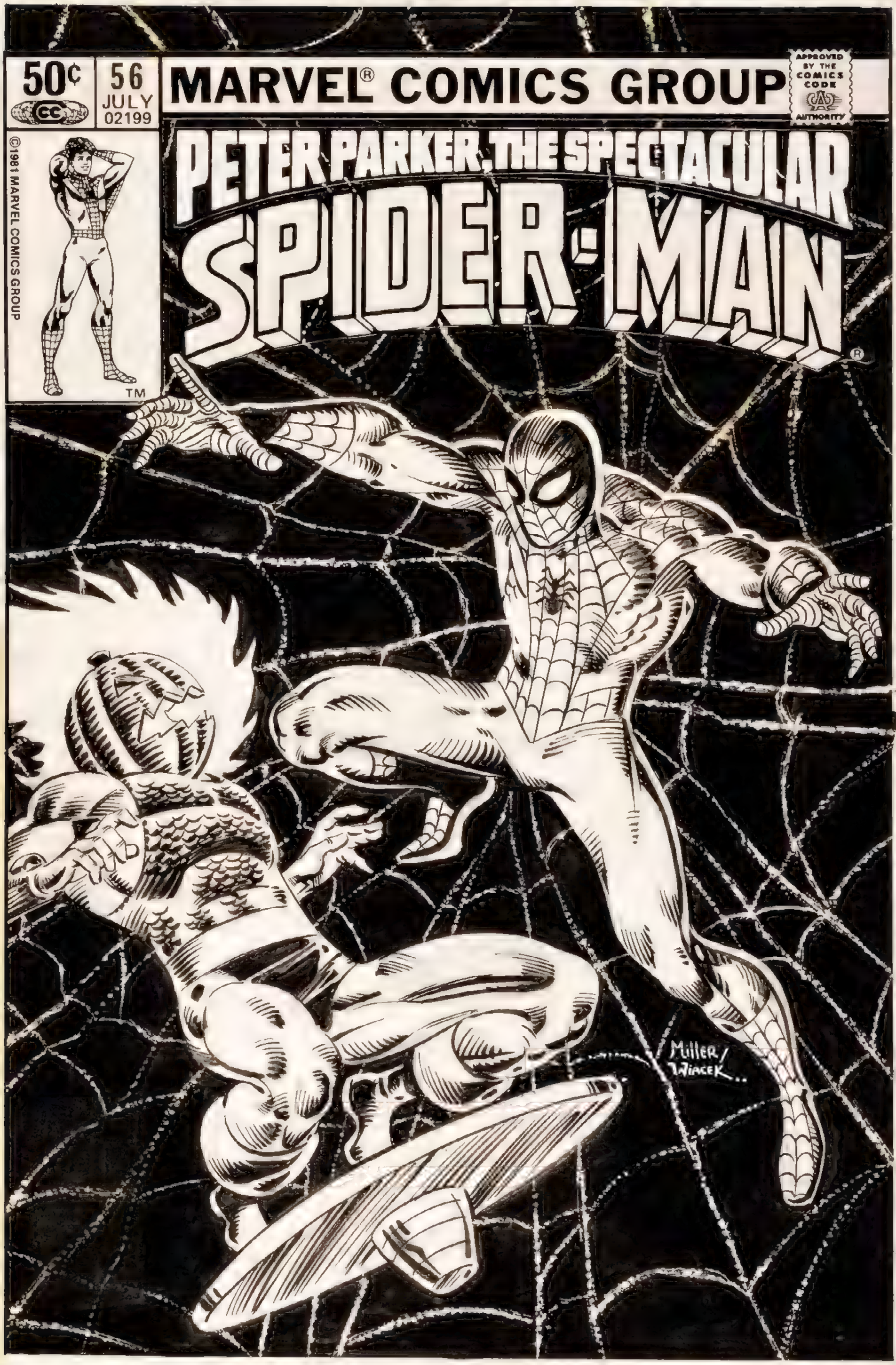

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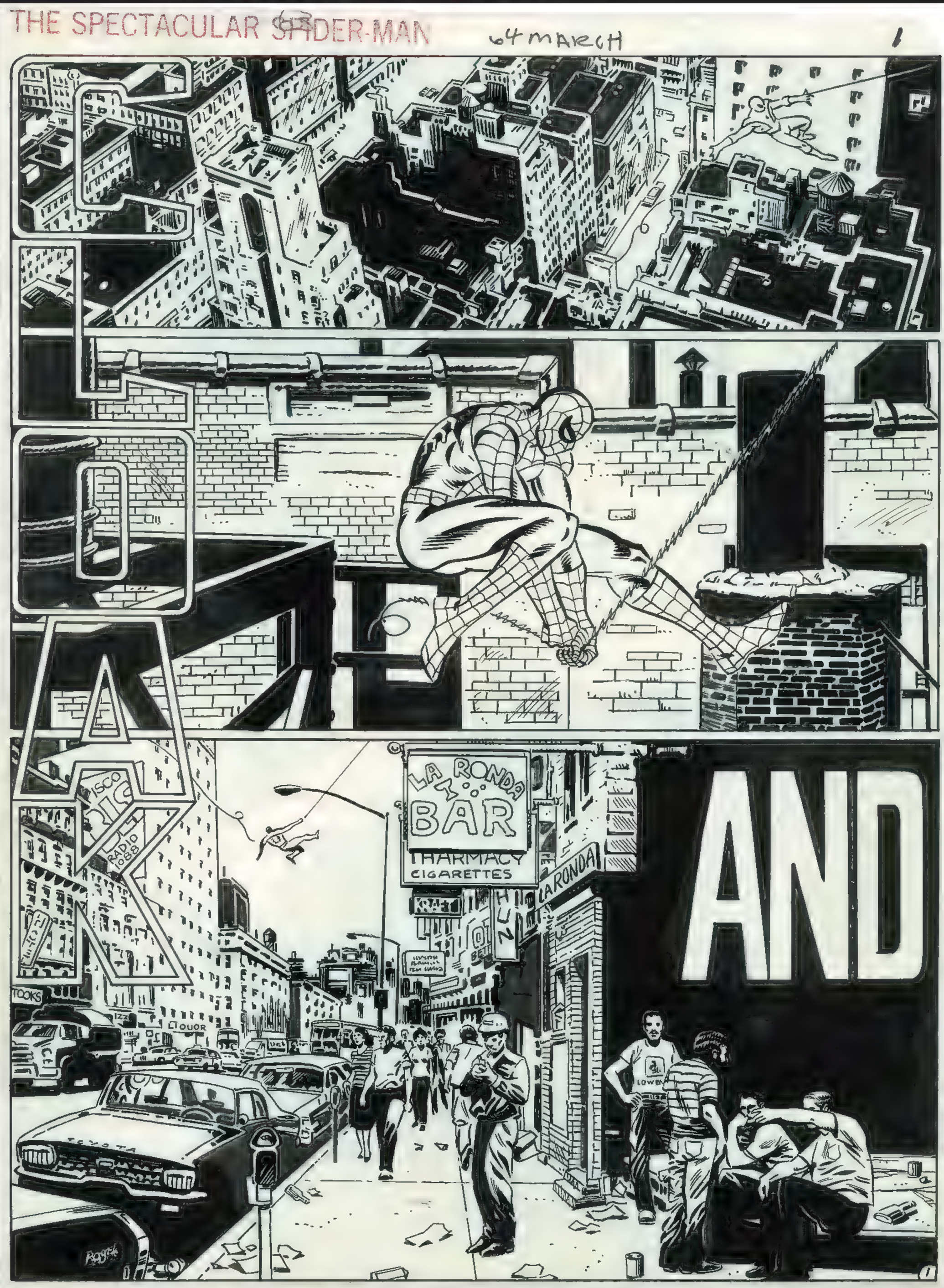

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Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 8 original art
by Ed Hannigan & Al Milgrom

SUDDENLY THE SCREAMING OF A SIREN-- AND THE SQUEALING OF TIRES ON THE STREET FAR BELOW-- INTRUDE UPON SPIDER-MAN'S AGONY...

AND THEN...

FRANK! ACROSS THE ROOF, IT'S... SPIDER-MAN!

LOOKS LIKE HE'S IN A BAD WAY!

YEAH, BUT THE STIFF LYING NEAR HIM LOOKS WORSE!

THE NEIGHBORS REPORTED A DISTURBANCE UP HERE! THEY DIDN'T SAY ANYTHING ABOUT *MURDER!*

I AM TAKING YOU INTO CUSTODY. YOU HAVE THE RIGHT TO REMAIN SILENT--

ENOUGH WITH THE MIRANDA WARNINGS, KOJAK! I DIDN'T KILL THAT GUY!

HE LOOKS LIKE HE'S BEEN FREEZE-DRIED --FROM THE INSIDE OUT!

HEY! THIS IS *SIMON MARSHALL!* THERE'S AN A.P.B.* OUT ON HIM!

*ALL-POINTS BULLETIN.

MARSHALL-- THE DRUG-RUNNER? WE'VE BEEN LOOKING FOR THAT SNAKE FOR MONTHS, EVER SINCE...!

SPIDER-MAN, I DON'T KNOW WHETHER TO TAKE YOU *IN*-- OR TO TAKE YOU OUT TO *DINNER!*

IF YOU DON'T MIND, I'D JUST LIKE TO TAKE A POWDER!

HEY, WAIT! YOU REALLY LOOK SICK--!

BEFORE THE ASTONISHED PEACE OFFICERS CAN STOP HIM, SPIDER-MAN DIVES INTO DARKNESS, THEN...

HE'S GONE! WE HAD SPIDER-MAN DEAD-TO-RIGHTS, AND WE LET HIM GET AWAY!

DON'T WORRY! THE CHIEF'S GONNA GIVE US A MEDAL FOR HAULING IN MARSHALL!

I DON'T KNOW IF SPIDER-MAN SKRAGGED THAT DOPE-DEALER OR NOT--

--BUT IF SO, HE DID THIS CITY A SERVICE!

I HOPE THE WALL-CRAWLER MAKES IT HOME OKAY! FUNNY HOW HE VANISHED LIKE THAT...

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 9 original art
by Ed Hannigan & Al Milgrom

#64

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AT ANY OTHER TIME, THE WONDROUS WALL-CRAWLER WOULD STAY TO BASK IN THIS UNSOLICITED TESTIMONIAL FROM NEW YORK'S FINEST... AND TO EAVESDROP ON THE OFFICERS TO LEARN ABOUT THE MYSTERIOUSLY MURDERED MR. MARSHALL...

HOTEL

DORADO HOTEL

BUT THIS NIGHT HE IS TOO SICK TO SLING A WEB, TOO WEAK TO SWING FROM ROOFTOP TO ROOFTOP, TOO DAZED TO DO ANYTHING BUT CLING UNSEEN BETWEEN THE CARS OF AN EARLY-MORNING SUBWAY CARRYING HIM HOME...

...WHERE HE COLLAPSES INTO A DEEP AND DREAMLESS SLEEP.

LATE THE NEXT AFTERNOON...

THE POLICE KNEW ALL ABOUT SIMON MARSHALL'S DRUG-RUNNING ACTIVITIES, AND THE *BUGLE* KEEPS AN OPEN FILE ON ALL POLICE CASES.

IF ANYONE CAN FIND A THREAD IN MARSHALL'S DEATH THAT MIGHT LEAD ME TO *CLOAK AND DAGGER*--IT'S *MACK STENNET*, THE PAPER'S CHIEF RESEARCHER!

DAILY BUGLE

H'LO, PARKER. I STARTED DIGGING INTO OUR MORGUE FOR THE BACKGROUND YOU CALLED ABOUT...

THANKS, MACK. FIND ANYTHING?

PLENTY. MARSHALL WAS AN EX-PHARMACIST HEAVY WITH ILLEGAL DRUGS.

SO WHAT WAS HE DEALING? AMPHETAMINES? TRANQUILIZERS? METHADONE?

NONE OF THE ABOVE.

THEN WHAT--?

BUGLE

9

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 10 original art
by Ed Hannigan & Al Milgrom

#64

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STUFF YOU AND I HAVE NEVER HEARD OF-- DRUGS SO NEW THEY AREN'T EVEN LISTED IN THE LATEST MEDICAL JOURNALS.

SIMON MARSHALL WAS A NOTED PHARMACALOGICAL CHEMIST FOR THE *MOB!*

AN INFORMANT TIPPED THE POLICE TO HIM EARLIER THIS YEAR--

"HE WAS BASED ON ELLIS ISLAND, AND THE POLICE LAUNCHED A MIDNIGHT RAID...

"YOU KNOW ABOUT ELLIS ISLAND? USED TO BE THE FIRST STOP FOR IMMIGRANTS TRYING TO COME TO AMERICA. IT WAS CALLED THE *'GOLDEN DOOR'* BY THE ONES WHO PASSED THE MEDICAL INSPECTION. THE OTHERS--THE ONES SENT BACK TO TYRANNY OR POVERTY CALLED IT *'L'ISOLA DELLE LACRIME'--'THE ISLE OF TEARS.'*

"THE *KIDS* THE COPS FOUND THAT NIGHT WERE BEYOND TEARS...

"THEY'D BEEN DEAD FOR LESS THAN A HALF-HOUR, THE CITY MEDICAL EXAMINER DECIDED IN HIS AUTOPSY REPORT...

"ALL OF THEM HAD BEEN USED AS TEST-SUBJECTS FOR THE NEW DRUGS SIMON MARSHALL HAD DEVELOPED FOR THE MOB--IN ITS SEARCH FOR EXPENSIVE ADDICTIONS TO PEDDLE ON THE STREET."

10

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 11 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 12 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 13 original art
by Ed Hannigan & Al Milgrom

GHOSTS.

GHOSTS.

GHOSTS?

UH-UH! GHOSTS DON'T SCREAM!

NOOOOOOO

THAT CAME FROM ACROSS THE ISLAND-- FROM THE OLD HOSPITAL BUILDING!

I'LL BE THERE IN TWO SHAKES OF A SPIDER'S WEB!

INSIDE THE OLD HOSPITAL BUILDING A LIGHT SNAPS ON...

GHOSTS CERTAINLY DON'T NEED ILLUMINATION!

THAT COULD BE CLOAK AND DAGGER!

I'D BETTER MAKE SURE I'M READY FOR TROUBLE!

NIMBLE FINGERS EXTRACT FRESH WEB-FLUID CARTRIDGES FROM AN EVER-READY WEB-BELT...

...AND INSERT THEM INTO SPIDER-MAN'S AMAZING WEB-SHOOTERS.

EVERYTHING CHECKS.

THWIP!

I'M SET.

13

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 14 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 15 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 16 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 17 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 18 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 19 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 20 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

Peter Parker, The Spectacular Spider-Man #64, page 21 original art
by Ed Hannigan & Al Milgrom

Courtesy Weston Allen

BIOGRAPHIES

ROGER STERN

Born in Noblesville, Indiana, in 1950, Roger Stern was a self-professed "child of the '50s," immersing himself in pop culture icons like Lucille Ball, the Lone Ranger, and especially Superman. After graduating from Indiana University, Stern worked at Indianapolis' WXLW radio and formed a comic fan collective with fans in the region. Stern teamed with fellow Hoosier Bob Layton to transform Layton's comic sales business into the fanzine *CPL* (*Contemporary Pictorial Literature*). Their efforts led to an offer from Charlton to create the publisher's official fanzine, *Charlton Bullseye*. Soon after, Stern's fandom pal Roger Slifer contacted him with an opportunity to interview for a Marvel staff job. Stern raced to New York to put his passion for comics to the test. He was hired as an assistant editor and in 1975 embarked on an eleven-year career at Marvel. Stern's early editing duties saw him guiding the Avengers family of titles, *Master of Kung Fu*, *Spider-Woman*, and others. He also presided over *X-Men* during the seminal Chris Claremont, John Byrne, and Terry Austin run, and plotted *Marvel Premiere* #50 starring rocker Alice Cooper.

In 1978, he began to take on regular writing work on *The Incredible Hulk* and *Doctor Strange*. His compelling storytelling quickly earned him an audience and turns writing *Captain America* and Spider-Man in *The Spectacular Spider-Man*. The latter title led to his tenure on *The Amazing Spider-Man*, a run regarded by many as second only to Stan Lee's. Amongst their many Spidey highlights, Stern and artist John Romita Jr. introduced the Hobgoblin and a new Captain Marvel, Monica Rambeau. Stern also began a long stint on *The Avengers*, launched *West Coast Avengers*, and returned for another celebrated run on *Doctor Strange*.

When his tenure with Marvel came to an end in the late '80s, Stern became indelibly linked to the Man of Steel with iconic work that included "The Death of Superman." Since then "Uncle Rog," as he is known to his devoted fans, has returned to Marvel to write several series including *Avengers Forever*, *Amazing Spider-Man*, *Marvel: The Lost Generation*, *Captain America Corps*, and more.

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger. After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man.*

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

ED HANNIGAN

Ed Hannigan worked in comics for over two decades, during which time he established himself as a writer, penciler and popular cover artist. In the early 1970s, Hannigan landed a position in Sol Brodsky's production office at Marvel where he learned every part of the comics trade. Soon, the young artist was given a chance to draw covers for the Marvel UK *Planet of the Apes* magazine, which led to interior art on a new *Apes* story written by Doug Moench and cover art on some of Marvel's mainline color comics. His first regular gig was a five-month stint drawing *Kull the Conqueror*. In 1978, he was drafted onto *The Defenders* as penciler, though a year later Hannigan would perform the unusual switch from artist to writer on the title. He would write Marvel's "non-team" for two years with highlights including the "Xenogenesis" and "Tunnelworld" sagas. Other writing credits for Hannigan during this time included a Tigra story in *Marvel Premiere*, *Power Man* and *Black Panther*, where he undertook the noble effort of finishing storylines begun by Jack Kirby and Don McGregor. After scribing *Fantastic Four Annual* #16 drawn by the legendary Steve Ditko, Hannigan began penciling *The Spectacular Spider-Man*. It was here that Hannigan's Eisner-influenced layouts combined with Bill Mantlo's scripts for an influential run that included the debut of Cloak and Dagger. His final work with Marvel was *Amazing Spider-Man Annual* #17, after which he crossed town to draw for DC. There, he launched a new *Green Arrow* series with Mike Grell and *Batman: Legends of the Dark Knight* with Dennis O'Neil. In 1992, Hannigan wrote and illustrated his own

concept, *Skull & Bones*, and followed that up with a four-part Catwoman story in *Showcase '93*. In 1996, Hannigan left comics to take up a new career as a graphic designer.

JIM SHOOTER

Writer/artist/editor/publisher Jim Shooter broke into comics as a precocious 13-year-old after submitting a batch of Legion of Super-Heroes pages he had written and drawn. Impressed by what was going on at Marvel, the teenager brought his "Marvel-style" attitude to bear on Legion, rolling off a three-year run that concluded in 1969. During this time, he introduced several memorable Legionnaires and villains and also wrote several stories in *Superman*.

After a five-year break from comics, Shooter returned to the scene, freelancing for both Marvel and DC. He retook the reins of Legion in *Superboy*, and wrote various Marvel titles, which led to a staff position at Marvel in 1976 and a memorable run on *Avengers*. After two years, he succeeded Archie Goodwin as Marvel's editor-in-chief. In his view, Marvel at that time was in editorial chaos, not capitalizing on its full potential. Only 27 years old, Shooter forced his will over all aspects of the publishing regime, establishing an incentive system for creators, streamlining the publishing schedule and enforcing his own high editorial standards on all the books. He continued Marvel's success with licensed titles *G.I. Joe* and *Transformers* and the Epic line of creator-owned comics. Creative efforts included writing *Secret Wars* and its sequel, and building the New Universe and writing its flagship title, *Starbrand*.

Forced out of the company in 1987, a bid by Shooter to buy Marvel failed. He then formed a group to start his own company, Valiant, which produced licensed and original comics to great acclaim in the early '90s. Despite Valiant's success, Shooter's tenure there was ended after losing control of the corporation. Short-lived imprints Defiant and Broadway Comics followed but were victims of the mid-'90s industry bust. Since then, Shooter has returned to DC to write a 13-issue run of *Legion*, and overseen a revival of Gold Key characters Magnus, Doctor Solar and Turok for Dark Horse.

JOHN BYRNE

With his naturalistic style captivating legions of fans, John Byrne became one of the most influential and popular comic artists of the '70s and '80s. Born in England but raised in Canada, with four years of art school training under his belt, Byrne headed straight for the comics business, getting his start with Charlton Comics.

He produced his first original creations, the robot Rog-2000—which appeared as a backup strip in *E-Man* and *Doomsday +1* at Charlton. Though the art was rough compared to his later standards, it drew the attention of Marvel Comics, where he found work on *Champions*, *Iron Fist* and *Marvel Team-Up*. The relationship he established on these books with writer Chris Claremont led to his entry on a title that was rapidly ascending in importance at Marvel: the "All-New, All-Different" *X-Men*.

Taking the torch from Dave Cockrum, for the next five years Byrne penciled and co-plotted the adventures of Marvel's mutants. His fresh style translated perfectly to the new cast of characters, and together Byrne and Claremont built the X-Men into a keystone title at Marvel. However, just after the twin triumphs of "The Dark Phoenix Saga" and "Days of Future Past," Byrne left the book.

His next major achievement was a long run as writer/artist on *Fantastic Four* that restored the title to its imaginative best. His run hearkened back to the glory days of Lee and Kirby and is arguably the milestone achievement of his career. Other high points in his early '80s Marvel work included "War and Remembrance," a bracing set of Captain America stories with Roger Stern and *Alpha Flight*, a team of Canadian heroes written and drawn by Byrne.

Next, Byrne headed to DC Comics to revive the flagging Superman franchise with a reset of the Superman mythos that was enormously popular at the time and is still hailed as a masterpiece decades later. After two years helming Superman, Byrne returned to Marvel to work on a diverse set of books including the New Universe's *Star Brand*, the irreverent *Sensational She-Hulk* and the high-tech adventures of Iron Man. In the 1990s, Byrne launched his creator-owned series *Next Men*, scripted the first issues of Mike Mignola's *Hellboy* and delivered the goods for both Marvel and DC on numerous titles. Today, the implacable Byrne continues to write, draw and preside over a popular website. He was inducted into the Eisner Hall of Fame in 2015.

BOB HALL

Bob Hall has spent the entirety of his professional career balancing his twin passions of drawing and theater. A graduate of University of Nebraska-Lincoln, Hall arrived in New York City in the early '70s to pursue a career in theater. To augment his income, he took his art skills to comic books. He studied illustration under John Buscema, a tutelage which combined with his theater-born joy of storytelling helped set him on the path to working for Marvel. Hall's first gigs included penciling multiple issues of *The Champions* and *Super-Villain Team-Up* and annuals for *Fantastic Four* and *Thor*. He also served as an editor for a brief time, with Jack Kirby's *Devil Dinosaur* falling under his purview. In 1980, Hall's off-Broadway play, *The Passion of Dracula*, was adapted for Showtime's *Broadway on Showtime* cable television series. His art career took flight in the '80s, as Hall drew issues of *Amazing Spider-Man*, *Marvel Team-Up* and *Spectacular Spider-Man*, but his most memorable credit came during a pair of stints drawing *Avengers*. Other high-profile credits in the decade came with the *West Coast Avengers* miniseries and Mark Gruenwald's *Squadron Supreme* epic. Hall would return to the Avengers with the now-classic *Marvel Graphic Novel #27: Emperor Doom*, written by David Michelinie. In the '90s, Hall went to Valiant, where he wrote and drew *Shadowman* and *Armed and Dangerous*. In addition to his comics work, Hall has acted in and directed Shakespeare productions across the decades, culminating in his founding of the Flatwater Shakespeare Company in Lincoln, Nebraska in

2001. He serves as the company's Artistic Director and in 2010 received the honor of Artist of the Year from the Nebraska Arts Council's Governor's Arts Awards.

DAVID ANTHONY KRAFT

David Anthony Kraft has made his mark in comics as a writer, editor, publisher and industry journalist. He broke into comics at the age of 18, and by 1974 had launched his own science fiction/fantasy publishing company, Fictioneer, and made inroads as a rock music critic.

Kraft's tenure at Marvel also began in 1974; his early years were spent as an associate editor working with Don McGregor and Roy Thomas on the company's color comics and later the black-and-white magazines, including *The Deadly Hands of Kung Fu* and *Rampaging Hulk*. Meanwhile, he scored writing credits with stories in *Tales of the Zombie* and *Haunt of Horror*. He also wrote a pair of stories in *Giant-Size Dracula* and notched a five-issue run writing Man-Wolf in *Creatures on the Loose*. At Atlas/Seaboard Comics, he worked as an assistant editor and writer before starting to write for DC in 1976 with work on *Secret Society of Super-Villains*, *Blackhawk* and *Kamandi*. By the following year, Kraft was back at Marvel and fully entrenched for a six-year run. On top of editing the Marvel fan magazine *F.O.O.M.*, Kraft took over writing duties on *Logan's Run* and *The Defenders*, where he would start a 24-issue run as writer. Kraft also got to wield his passion for rock music on a pair of stories in the tabloid-sized *Marvel Comics Super Special* magazine—a Beatles biography and an adaptation of the Bee Gees film *Sgt. Pepper's Lonely Hearts Club Band*—both also drawn by frequent art collaborator George Pérez.

In 1980, Kraft took the reins of *Savage She-Hulk* after its first Stan Lee-scripted issue and would write the series to its finale two years later. Kraft wound up his 1980s tenure with Marvel writing *Captain America* and *Marvel Two-In-One*, an adaptation of *The Dark Crystal* and various children's titles for Marvel Books. After a 13-issue stint writing *World's Finest Comics* for DC, Kraft focused primarily on his own publishing pursuits, most prominently *Comics Interview* magazine, a long-running and popular insider account of the comic book industry, as well as a line of comics that included the first work by Brian Stelfreeze and other talents. Kraft also worked as a story editor for TV, including credits on *G.I. Joe Extreme* and *Street Fighter*. Some of his final credits before passing away in 2021 included writing for a revitalized *Tales from the Crypt* and editing, co-writing and laying out the graphic novel *Yi Soon Shin*.

GREG LAROCQUE

Baltimore native Greg LaRocque broke into comics in 1981 at DC, drawing an OMAC backup feature in *Warlord* as well as stories for the publisher's many anthology titles. By the end of the year, he expanded his freelance portfolio to include work at Marvel, with issues of *ROM*, *Moon Knight* and *Micronauts*. He drew a handful of *Avengers* issues the following year, including the classic Hawkeye/Ant-Man team-up in *Avengers* #223. That same year, LaRocque penciled one of the more memorable issues of *What If?*, pondering the question "What If the Avengers Had Become the Pawns of Korvac?" He also drew several issues of *Spectacular Spider-Man* and served lengthy stints as regular artist on *Marvel Team-Up* and *Power Man and Iron Fist*. After launching the series *Web of Spider-Man* and drawing its first five issues, LaRocque moved over to DC to take on *Legion of Super-Heroes* and *The Flash*, the latter title including a redesign of the Flash's costume. After starting his own art studio and publishing outfit, Exiled Studio, LaRocque reunited with DC and the Flash in 2011 to draw a *DC Retroactive* one-shot.

KEITH POLLARD

One of its most high-profile artists in the late '70s and early '80s, Keith Pollard's tenure at Marvel was notable for his sleek, refined renderings of the company's most iconic characters. He broke in at Marvel in 1974, drawing such characters as Deathlok in *Astonishing Tales*, Shang-Chi in *Master of Kung Fu*, and the super-hero action of *Black Goliath*, *Ms. Marvel*, and Black Panther in *Jungle Action*. After a stint on the black-and-white *Rampaging Hulk* magazine, Pollard was ushered into the starting lineup of creators on three of Marvel's flagship titles.

Starting in 1978, Pollard provided breakdown art on *Fantastic Four* for the legendary Joe Sinnott to finish. Soon after landing his *FF* gig, he began penciling *The Amazing Spider-Man* and then took the reins from "Big" John Buscema on *Thor*, starting a run that would encompass the epic "Eternals Saga" storyline. All in all, Pollard's hand guided the visuals of these three prime Marvel titles simultaneously, and his tenures on each book are memorable additions to each title's legacy.

In the early '80s, Pollard took on a new stable of heroes at DC, drawing several issues of *Green Lantern* and launching *The Vigilante* with writer Marv Wolfman. He returned to regular series work at Marvel in 1989, once again drawing *Fantastic Four*. By 1995, Pollard retired from comics, although he is currently appearing at conventions and doing commissioned art for his fans.

MARIE SEVERIN

Billing as "The Nicest Person in Comics" may accurately describe the high esteem in which Marie Severin's peers have always held her, but the moniker doesn't approach the high quality of her work. Fortunately, it doesn't need to: a cursory glance at her accomplishments will settle the issue of her artistic legacy. Along with Ramona Fradon, Severin stands as one of the first women to get through the door of the boys' club of comic professionals.

Severin and her older brother, John, learned how to draw early in their lives, both trained by their mother and father. In her early twenties she was hired at Bill Gaines' E.C. Comics, taking on a variety of tasks including inking and coloring, eventually becoming Harvey Kurtzman's right-hand gal and soaking up as much of his zany outlook as possible.

In 1967 Severin took a job at Marvel, first penciling Doctor Strange in *Strange Tales* and then the Incredible Hulk in *Tales*

to Astonish, which she drew for over a year before teaching Herb Trimpe the ropes. In addition to her regular penciling and inking gigs, Severin became one of the top cover artists for Marvel and continued her work as one of the field's most accomplished colorists. All while keeping the Bullpen lively!

Throughout her career, Severin developed an artistic versatility that allowed her to master the bestial fury of the Incredible Hulk, the regal power of the Sub-Mariner and the super-hero satire of *Not Brand Echh!* In fact, it could be said that Severin's most indelible contribution to the Marvel Age was in that singular Marvel humor mag, where her *MAD*-laced bent for humor was allowed to flourish.

More accomplishments continued into the '70s, when she worked in tandem with John Severin on *Kull the Conqueror*, a work she considers among her personal favorites, as well as designing the costume for The Cat (later Hellcat). She also designed the costume for the first incarnation of Spider-Woman. Her peers proudly brought her into the ranks of the Eisner Hall of Fame in 2001. Severin passed away in 2018, leaving a legacy as a highly-respected and pioneering creator.

JIM SHERMAN

Honing the art trade through his career in publishing and graphic design, artist Jim Sherman came to comics in the mid-'70s and enjoyed a run as primary artist of DC's Legion of Super-Heroes during the latter part of the decade. While his favored title, *Challengers of the Unknown*, took a month off due to a late script, Sherman reluctantly did a fill-in issue on *Superboy*, then guest-starring the 30th century's super-powered teenagers. It soon became a steady and fun job for the eager artist, and Sherman drew *Superboy & The Legion of Super-Heroes* during its memorable "Earthwar" saga. He contributed to Marvel titles like *Uncanny X-Men* and *Spectacular Spider-Man Annual*, but his ability to explore diverse opportunities outside comics kept his work in comics publishing at a minimum. Since then, Sherman has worked in advertising and film, including concept designs for *Men in Black*.

ALAN WEISS

Artist Alan Weiss joined creative peers like Jim Starlin, Steve Englehart and Steve Gerber as part of a 1970s' vanguard of creators who pushed mainstream comics in progressive directions. Weiss established himself with Western and horror stories for DC and broke in at Marvel on an issue of *Daredevil* with Barry Windsor-Smith. As the decade went on, he penciled, inked and sometimes wrote a variety of titles for the company, including *Sub-Mariner*, *Deadly Hands of Kung Fu* and *Avengers*. His work gained a new profile with his contributions to two *Marvel Comics Super Special* issues featuring the rock band KISS. In the '80s, Weiss wrote and drew his *Steelgrip Starkey* for Marvel's Epic line, and in 1994 launched *War Dancer* for Jim Shooter's Defiant Comics. His most recent work in comics was on "Young Tom Strong" in Alan Moore's *Tom Strong's Terrific Tales*. Weiss continues to appear at conventions and draw commissioned work for fans.

MARV WOLFMAN

Marv Wolfman's stints writing for movies, television, animation and novels mark him as a varied and highly regarded talent, but it is his comic book writing where he first gained prestige as one of the industry's most acclaimed talents.

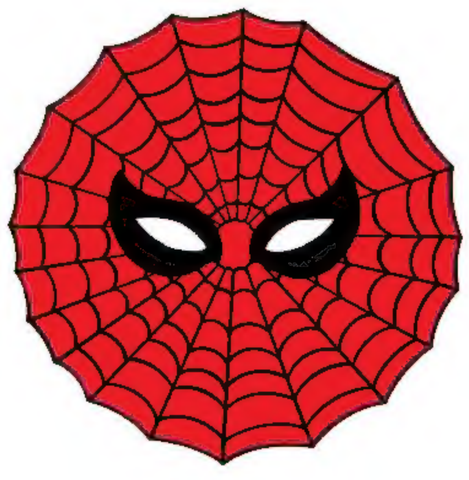
His first forays into the comic industry were short tenures as editor and writer for both Warren Publishing and DC Comics, but it was after a move to Marvel in 1972 that his career began to blossom. One of his earliest hits was *Tomb of Dracula*, Marvel's adaptation of the classic Bram Stoker vampire. It was in the pages of *Tomb of Dracula* that Wolfman and Gene Colan unveiled the character Blade, the vampire hunter. This earthly hero was one of the earliest black heroes in comics and was introduced to further affirm the realism he sought to inject into the Dracula comic.

After editing Marvel's black-and-white magazines, he quickly stepped up the ladder to follow Len Wein as editor-in-chief. Wolfman had noted that the readership, who like himself had become loyal fans in their adolescence, felt it was important to have the stories Marvel produced "grow up" along with them. His editorial duties, however, stole time from his writing, so in 1976 he stepped down and took on writing full-time.

As writer of *Daredevil*, his two-year run preceded the Frank Miller era and included the introduction of Bullseye, now the most innovative and fearsome of Daredevil's rogues' gallery. Other work from his prolific Marvel tenure in the late '70s included lengthy runs on Marvel's two flagship titles: *The Amazing Spider-Man* (including the debut of the Black Cat) and *Fantastic Four* as well runs on *Nova*, *Doctor Strange* and *Thor*.

Moving to DC, he teamed with artist George Pérez and ushered in *New Teen Titans*. Most of the Titans came to life under his auspices, including Cyborg, Nightwing, Starfire, and Raven, as well as their nemesis Deathstroke. Next, Wolfman and Pérez delivered the epochal *Crisis on Infinite Earths*, condensing DC's complex 50 year history into a single, shared universe.

Taking a lengthy sabbatical from writing comics, Wolfman moved to writing for animation shows including *G.I. Joe* and *Transformers*, later becoming comics editor for *Disney Adventures Magazine*. He continues to write for DC Comics and more recently, has penned the nonfiction *Homeland, the Illustrated History of the State of Israel*. In 2011 Marv was inducted into the Eisner Hall of Fame.



Biographies researched and written by John Rhett Thomas

MARVEL MASTERWORKS

THE MARVEL MASTERWORKS LIBRARY PRESENTS THE WORLD'S GREATEST COMIC BOOKS, PAINSTAKINGLY RESTORED FROM THE HIGHEST-QUALITY SOURCES AND WITH THE MOST DILIGENT ARCHIVAL METHODS.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-23
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-22
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-13
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-16
DAZZLER VOLS. 1-3
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-8
DOCTOR STRANGE VOLS. 1-10
THE FANTASTIC FOUR VOLS. 1-23
GHOST RIDER VOLS. 1-3
HOWARD THE DUCK VOL. 1
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-15
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-14
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-6
MARVEL TWO-IN-ONE VOLS. 1-6
THE MIGHTY THOR VOLS. 1-21
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-5
SPIDER-WOMAN VOLS. 1-2
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
THE TOMB OF DRACULA VOL. 1
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-14

50¢
57
AUG
02199
MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
YOU'VE KIDNAPPED THE WOMAN I LOVE ...YOU'VE DESTROYED EVERYTHING I HOLD DEAR--
--AND I'LL MAKE YOU PAY!
FEATURING! A DECIDEDLY DIFFERENT SIDE OF J. JONAH JAMESON!

50¢
58
SEPT
02199
MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
HERE'S THE WEB-SWINGER YOU DEMANDED! FIGHTING! JOKING! DEFYING DEATH IN A SAVAGE ROOFTOP BATTLE!
RAVAGED BY THE RINGER!

MARVEL COMICS GROUP
75¢
60
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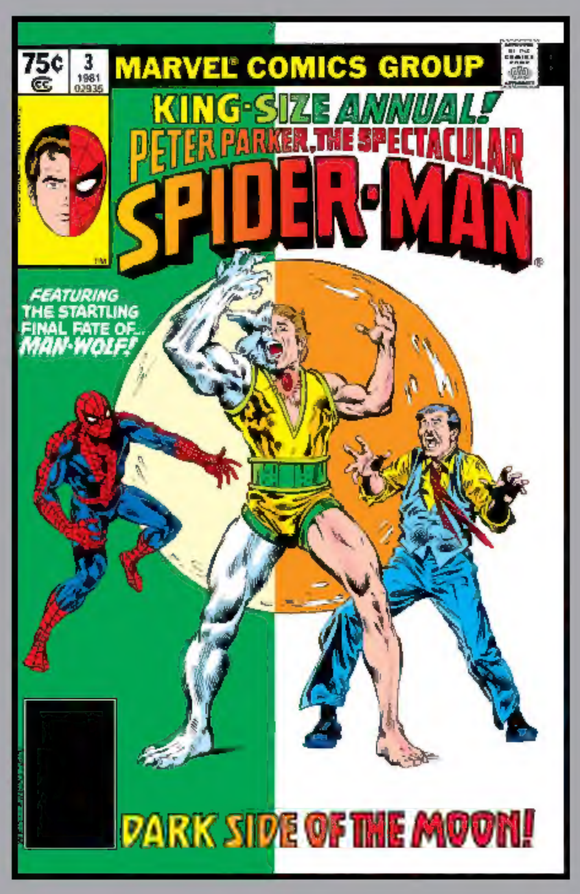
02199
WIN A Columbia TEN-SPEED FORMULA 10 RACER!
DETAILS INSIDE
SPECIAL DOUBLE-SIZED ISSUE!
PETER PARKER, THE SPECTACULAR
SPIDER-MAN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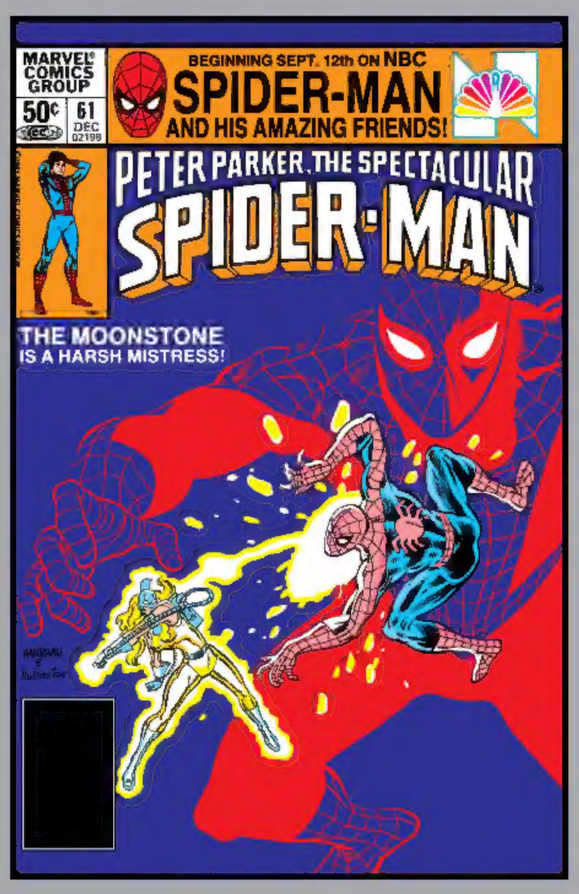
KING-SIZE ANNUAL!
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
FEATURING THE STARTLING FINAL FATE OF... MAN-WOLF!
DARK SIDE OF THE MOON!


MARVEL COMICS GROUP
BEGINNING SEPT. 12th ON NBC
SPIDER-MAN AND HIS AMAZING FRIENDS!
50¢
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PETER PARKER, THE SPECTACULAR
SPIDER-MAN
THE MOONSTONE IS A HARSH MISTRESS!

MARVEL COMICS GROUP
WIN A Columbia TEN-SPEED FORMULA 10 RACER!
60¢
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FEB
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PETER PARKER, THE SPECTACULAR
SPIDER-MAN
FEATURING THE LONG-AWAITED RETURN OF HARRY OSBORN AND LIZ ALLEN!
THE MARK OF THE MOLTEN MAN!

60¢
64
MAR
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MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
DAGGER

60¢
65
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PETER PARKER, THE SPECTACULAR
SPIDER-MAN
FALLS PREY TO THE MIND-MADDENING JUNGLE POTIONS OF KRAVEN the HUNTER!

60¢
66
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PETER PARKER, THE SPECTACULAR
SPIDER-MAN
ILLUSTRATED